



January 20, 2022

American Chamber of Commerce in Romania (AmCham Romania)

ANNUAL GENERAL MEETING CALLING NOTICE

March 23, 2022

Venue: To be announced

In case the pandemic context does not allow an in-person AGM, the event will be held online.

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 2022 ANNUAL GENERAL MEETING OF THE ASSOCIATION (AGM) will take place on March 23, 2022, venue to be announced. In case the pandemic context does not allow an in-person AGM, the event will be held online and the hosting platform and log in details will be provided to all members in due time, prior to the event.

During the AGM, the AmCham Romania Board of Directors will present the activity & financial reports for the past year and propose for approval the 2022 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 8 (eight) seats in the Board of Directors and 3 (three) seats in the Auditing Committee.

I. Annual General Meeting – date, time & agenda

The **first call of the AGM is 16:30 on March 23, 2022** at the *announced event venue*. In case of an online AGM, the technical instructions for the log-in of the AmCham Members in e-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 23, 2022** at the event venue, or online if the case.

The subjects on the AGM's agenda are the following:

- (i) Approval of AmCham's activity report for year 2021;
- (ii) Approval of the financial reports for 2021;
- (iii) Approval of AmCham's budget for year 2022;
- (iv) Presentation of Auditing Committee Report;
- (v) Election of 8 (eight) 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](#), **8 (eight)** 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.

The **eight** candidates to be elected in 2022, (*one of which will represent an AmCham member company in the Business category, if nominations and votes for the Business category will be expressed, according to the [Art. 33 \(7\), Section III of the AmCham Statutes](#)*), will join the **five** members of the Board of Directors, elected in March 2021 who are halfway through their two-year statutory mandate.

In the 2022 elections, for the duly observance of staggering imposed by [Art. 35 par. 2 \(a\), Section III of the AmCham Statutes](#), the first 7 (seven) members elected to the Board of Directors, in the order of their received votes, shall have a mandate of 2 (two) years while the eighth elected candidate shall have his/her mandate limited to 1 (one) year.

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

In accordance with the provisions of the [AmCham Romania Statutes](#) regarding nominations for the Board of Directors of the Association, under Section III Art. 4 par. (a), (b), (c), the natural person representing a legal entity in accordance

to the provisions of paragraph (3), shall have to cumulatively meet the following eligibility criteria to be appointed as Board of Directors member:

- (a) to hold a position within one of the main management structures or overseeing bodies from the legal entity elected to the Board of Directors according to paragraph (3) here above, including, but not limited to, the position of Executive Director (CEO), member in the Supervisory Board or the Board of Directors, respectively other similar positions on the management bodies of the aforementioned legal person;
- (b) to have continuously carried out his/her activities in Romania for at least 6 months (this situation shall only be probated with presenting a photocopy of relevant documents issued by the Romanian authorities in this sense) prior to duly submitting the candidature in observance with the provisions of the hereto Statutes;
- (c) to show integrity, professional and personal ethics.

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 21, 2022 – 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 Letiția Pupăzeanu at lpupazeanu@amcham.ro / 0748 113 936.

Valid nominations must be submitted via email to nominations@amcham.ro before the February 21, 2022, 17:00 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 will be used to present the candidates to AmCham members via AmCham communication and social media. 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 21, 2022 – 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 21, 2022** 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 23, 2022**.

Thank you for your continued support to AmCham Romania and looking forward to sharing with you the 2021 activity report and 2022 objectives.

Sincerely,

IOAN SIMION

President of the Board of Directors

American Chamber of Commerce in Romania