For:

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

REQUEST FOR RATIFICATION
OF THE BOARD OF DIRECTORS' DECISION NO. 2 DATED 22.04.2025

Statement of Reasons:

A. The Board of Directors of Mecanica Ceahlău S.A., by Decision No. 2 dated 22.04.2025 (attached as Annex 1), unanimously decided as follows:

1. To contract from Banca Transilvania a Bank Counter-Guarantee in the amount of EUR 450,000 for a period of 37 months, necessary for the company's current operations.

2. To extend the credit line with Banca Transilvania in the amount of RON 3,000,000 for an additional 24 months, necessary for the company's current operations.

3. The bank counter-guarantee mentioned under point 1 shall be secured by:
a) A movable mortgage over the company's receivables and the balance of its current account and sub-accounts opened with Banca Transilvania S.A., to be registered with the National Register of Movable Property (RNPM).

   b) A movable mortgage over the stock of finished products located at the company's headquarters in Piatra Neamț Municipality, 6 Dumbravei Street, Neamț County, namely seeders, identified by the following codes: 131100000021, 131110000021, 131500000021, 131900000021, 132100000021, 132150000021, 230100000021, 230200000021, 230300000021, and 231100000021.

4. The credit line mentioned under point 2 shall be secured by:
a) A movable mortgage over the company's receivables and the balance of its current account and sub-accounts opened with Banca Transilvania S.A., to be registered with RNPM;

   b) A movable mortgage over all present and future trade receivables of the company, to be registered with RNPM;

   c) A land plot (yards and buildings) with an area of 8,790 sqm, together with the constructions located on it:

   - Building C1 – mechanical processing hall (foundry), having a built area of 4,965.20 sqm;

- Building C2 – gatehouse, having a built area of 88.43 sqm;
- The property registered under cadastral number 237/2 (land), respectively 237/2-C1 and 237/2-C2 (buildings), recorded in Land Book No. 57201 of Piatra Neamț Municipality, located within the built-up area of Piatra Neamț, 6 Dumbravei Street, Neamț County, owned by Mecanica Ceahlău S.A.

d) A ½ share of the land with an area of 2,609 sqm, category of use "road," property with cadastral number 237/18/1, registered in Land Book No. 54626 of Piatra Neamț Municipality, located within the built-up area of Piatra Neamț, 6 Dumbravei Street, Neamț County, owned by Mecanica Ceahlău S.A.

5. Mandate authorization:

   A mandate is hereby granted to Ms. Gabriela Pepene, ID No. 2760513070035, in her capacity as Chief Financial Officer, to negotiate and sign all documents necessary for the implementation of this decision. She is hereby empowered to represent the Company with full and unrestricted authority before the Bank and any other institutions/persons involved, being authorized to carry out any required formalities, present, negotiate, and sign any necessary documents. Her signature shall be fully binding upon both us and the Company.

6. The present Board of Directors' Decision shall be submitted for ratification at the next Extraordinary General Meeting of Shareholders of Mecanica Ceahlău S.A.

For the fulfillment of this mandate, she shall be entitled to negotiate and sign on behalf of the Company, including but not limited to:

- Credit agreements concluded with Banca Transilvania S.A., as well as any addenda thereto that amend the lending relationship (including increases/decreases of the loan amount, changes to the loan term, collateral structure, or financial costs);
- Any and all movable mortgage contracts concerning the Company's assets (including accounts, finished goods stocks per art. 4 letter b, and receivables), together with any related addenda;
- Any necessary documents, statements, applications (including drawdown or early repayment requests, etc.), forms, etc.

B. The Board of Directors of Mecanica Ceahlău S.A. submits for debate and approval by the Extraordinary General Meeting of Shareholders the ratification of Board of Directors' Decision No. 2 dated 22.04.2025.

DRAFT RESOLUTION

The Extraordinary General Meeting of Shareholders hereby ratifies Board of Directors' Decision No. 2 dated 22.04.2025, concerning:

- The contracting from Banca Transilvania of a Bank Counter-Guarantee in the amount of EUR 450,000 for a period of 37 months, necessary for the company's current operations;
- The extension with Banca Transilvania of a credit line in the amount of RON 3,000,000 for an additional 24 months, necessary for the company's current operations.

Board of Directors Chairman

Aurelian-Mircea-Radu Trifa