MECANICA CEAHLAU S.A.

- PIATRA NEAMT –

NOTICE OF MEETING

The Board of Directors of Mecanica Ceahlău S.A. (the "Company"), headquartered in Piatra Neamț, 6 Dumbravei Street, Neamț County, registered with the Trade Register under no. J19/1000/0008271, unique registration code 2045262, in accordance with the provisions of Law no. 31/1990 on companies, Law no. 24/2017 on issuers of financial instruments and market operations, and the Articles of Association,

CONVENES

the Extraordinary General Meeting of Shareholders (EGMS) on **August 10, 2026**, **at 12:00**

The meetings of the General Assemblies of Shareholders will take place at the registered office of Mecanica Ceahlău S.A., located in Piatra Neamț, 6 Dumbravei Street, Neamț County.

The share capital of the Company consists of 239,908,460 registered shares, dematerialized and indivisible, each with a nominal value of RON 0.10, and each share confers the right to one vote within the General Meetings of Shareholders.

Entitled to participate and vote in the Extrardinary General Meetings of Shareholders are only those shareholders registered in the Company's Shareholders' Register, kept by Depozitarul Central S.A., at the end of the day of **July 24, 2026**, established as the record date.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS):

1. Election of the secretariat of the Extraordinary General Meeting of Shareholders from among the Company's shareholders, in accordance with the provisions of Article 129(2) of Law No. 31/1990 on companies.

2. Approval of the sale of the asset owned by the Company, located at 6 Dumbravei Street, Piatra Neamț, Neamț County, with a total area of 32,864 sq. m, consisting of twelve plots, identified as follows:
   - **Urban land** with a total area of **4,108 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 50460**, registered in **Land Book no. 50460** of Piatra Neamț;
   - **Urban land** with a total area of **492 sq. m**, land use category **"road"**, identified by **cadastral no. 55994**, registered in **Land Book no. 55994** of Piatra Neamț;
   - **Urban land** with a total area of **3,743 sq. m**, land use category **"road"**, identified by **cadastral no. 54628**, registered in **Land Book no. 54628** of Piatra Neamț;
   - **Urban land** with a total area of **4,827 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 57200**, registered in **Land Book no. 57200** of Piatra Neamț;
   - **Urban land** with a total area of **5 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 71608**, registered in **Land Book no. 71608** of Piatra Neamț;
   - **Urban land** with a total area of **2,533 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 71639**, registered in **Land Book no. 71639** of Piatra Neamț;

• **Urban land** with a total area of **1 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 71640**, registered in **Land Book no. 71640** of Piatra Neamț;
• **Urban land** with a total area of **6,827 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 71610**, registered in **Land Book no. 71610** of Piatra Neamț;
• **Urban land** with a total area of **2,455 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 71616**, registered in **Land Book no. 71616** of Piatra Neamț;
• **Urban land** with a total area of **4,199 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 71612**, registered in **Land Book no. 71612** of Piatra Neamț;
• **Urban land** with a total area of **3,231 sq. m**, land use category **"yards and buildings"**, together with the buildings erected thereon, identified by **cadastral no. 71618**, registered in **Land Book no. 71618** of Piatra Neamț;
• **Urban land** with a total area of **443 sq. m**, land use category **"road"**, together with the buildings erected thereon, identified by **cadastral no. 71654**, registered in **Land Book no. 71654** of Piatra Neamț.

3. Approval of the minimum sale price of the asset described under item 2.

4. Approval of the authorization of the Board of Directors to determine the procedure for the sale of the asset, negotiate the sale price and the documents relating to the transaction, implement the resolutions of the Extraordinary General Meeting of Shareholders, and authorize the General Director to sign the transaction documents, including any other documents necessary to complete the sale of the asset, under the terms and conditions established by the Board of Directors.

5. Amendment of the Company's Articles of Association in accordance with the provisions of Law No. 31/1990 on companies and Law No. 24/2017, as follows:

   The provisions of Article 13, the penultimate paragraph, shall be amended as follows:

   Current wording:
   "The original powers of attorney shall be submitted to the Company's registered office at least five (5) days prior to the meeting, failing which the shareholder shall lose the right to vote at that meeting."

   Amended wording:
   "The voting forms (special or general proxies and voting forms by correspondence) shall be submitted or sent to the Company's registered office during business days, between 09:00 and 16:00, or transmitted electronically, signed with a qualified electronic signature, in accordance with Law No. 214/2024 on electronic signatures, to the e-mail address indicated in the convening notice, at least forty-eight (48) hours prior to the date and time of the General Meeting of Shareholders, failing which they shall not be taken into consideration for the exercise of voting rights at the respective General Meeting."

6. Authorization of the Chairman of the Board of Directors to sign the amended and updated version of the Articles of Association

7. Mandating the Board of Directors and each of its members individually to implement the resolutions adopted by the Extraordinary General Meeting of Shareholders. Empowering the Chief Executive Officer, with the right of substitution, to carry out all legal

procedures and formalities and to sign all necessary documents for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, including the formalities for publication and registration with the Trade Register.

8. Approval of September 15, 2026 as the record date (ex-date September 14, 2026) for the shareholders with respect to whom the resolutions adopted by the Extraordinary General Meeting of Shareholders shall have effect.

Shareholders' right to participate in general meetings of shareholders

The access of shareholders to the General Meetings is made by simple proof of their identity, made in the case of individual shareholders with their identity card, and in the case of legal entity shareholders and represented individual shareholders, with a special or general proxy given to the individual representing them.

The special proxy is granted by the shareholder to a person and contains specific voting instructions from the issuing shareholder for each item on the agenda.

The shareholder may appoint a single representative and an alternate representative in cases where the appointed representative is unable to fulfil his mandate. A shareholder is allowed to grant a Special Power of Attorney to a single representative.

The Special Power of Attorney shall be drawn up, in Roman or English, in three original copies (one for the company, one for the principal and one for the proxy holder).

Special powers of attorney in original, accompanied by a photocopy of the identity card or registration certificate of the represented shareholder and a photocopy of the identity card or registration certificate of the representative, shall be submitted or transmitted at the company's registered office on working days between 09:00 – 16:00 or transmitted electronically, bearing a qualified electronic signature, in accordance with Law No. 214/2024 on Electronic Signatures, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - **08.08.2026**, at 12:00.

Representation of shareholders at the General Meeting by other persons may also be made on the basis of a **general power of attorney**, accompanied by the Affidavit of the intermediary's legal representative (defined in Art. 2 para. (1) item 19 of Law no. 24/2017) or the lawyer who has received the power of representation under the applicable legal conditions.

The general power of attorney is granted by the shareholder for the entire holding on the reference date and shall be deposited with the Company in copy, bearing a reference to the original under the signature of the representative. General Powers of Attorney shall be submitted or transmitted, together with a photocopy of the identity card or registration certificate of the represented shareholder and a photocopy of the identity card or registration certificate of the representative shall be submitted or transmitted, at the Company's registered office on working days, between 09:00 – 16:00 or transmitted electronically, bearing a qualified electronic signature, in accordance with Law No. 214/2024 on Electronic Signatures, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - **08.08.2026**, at 12:00.

Shareholders registered on the record date (**24.07.2026**) in the register of shareholders have the possibility to vote by correspondence before the General Meeting of Shareholders by using the postal voting form.

The postal voting forms in original, written in Romanian or in English, together with the copy of the identity card or registration certificate of the shareholder shall be submitted or transmitted, at the company's registered office on working days, between 09:00 – 16:00 or transmitted electronically, bearing a qualified electronic signature, in accordance with Law No. 214/2024 on Electronic Signatures, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - **08.08.2026**, at 12:00

Information, materials and documents relating to the items on the agenda, draft resolutions, will be made available to shareholders at the company's headquarters and on its website www.mecanicaceahlau.ro from 10.07.2026 in both Romanian and English.

The special proxy forms and the postal voting form will be made available to shareholders at the company's headquarters and on its website www.mecanicaceahlau.ro starting on 10.07.2026, in both Romanian and English.

One or more shareholders representing, individually or jointly, at least 5% of the Company's share capital, may exercise the rights provided under Article 105 (3) of Law no. 24/2017 on issuers of financial instruments and market operations, as well as Articles 189 and 199 of the ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, correlated with the provisions of Article 117¹ of Law no. 31/1990 on companies, **only in writing, within 15 days** from the date of publication of the convening notice, by submitting the original documents at the Company's registered office or by sending them electronically signed with an extended electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, in accordance with Law no. 214/2024 on electronic signature. Such requests must be accompanied by a justification and/or a draft resolution proposed for adoption by the General Meeting of Shareholders.

Shareholders may exercise their rights provided under Articles 198–199 of ASF Regulation no. 5/2018 until 06.08.2026, at 12:00.

Shareholders' questions shall be submitted in writing, either by filing the original documents at the Company's registered office or by e-mail, in electronic format bearing a qualified electronic signature, in accordance with Law No. 214/2024 on Electronic Signatures, to the following e-mail address: asistent.manager@mecanicaceahlau.ro.

In the event that, at the first convening, the legal and statutory quorum required for holding the Extraordinary General Meeting of Shareholders is not met, the subsequent meetings of the Extraordinary General Meeting of Shareholders shall take place on **August 11, 2026**, with the same agenda, at the same location and at the same time.

Additional information may be obtained at the Company's registered office, by telephone at +40 233 211 104, extension 117, or by e-mail at asistent.manager@mecanicaceahlau.ro

Chairman of the Board of Directors

Trifa Aurelian-Mircea-Radu

