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 Ordinary General Meeting of Shareholders (OGMS) on **April 21, 2026**, **at 11:00**

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 Ordinary 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 **April 7, 2026**, established as the record date.

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

1. Election of the secretariat of the EGMS from among the Company's shareholders, in accordance with the provisions of Article 129, paragraph (2) of Law no. 31/1990 on companies.
2. Approval of the Individual Financial Statements prepared in accordance with the accounting regulations compliant with the International Financial Reporting Standards (IFRS), accompanied by the Independent Auditor's Report, the Annual Report of the Board of Directors, and the Remuneration Report of Mecanica Ceahlău SA for the financial year ended December 31, 2025. Approval of the carry-forward of the accounting loss recorded in the 2025 financial year to the following financial year.
3. Approval of the discharge of the members of the Board of Directors from liability for the 2025 financial year.
4. Approval of the general limits of remuneration for the company's directors and executives, in accordance with Article 153^{18} of Law No. 31/1990 on companies.
5. Mandating the Board of Directors and each of its members individually to implement the resolutions adopted by the Ordinary 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 Ordinary General Meeting of Shareholders, including the formalities for publication and registration with the Trade Register.
6. Approval of May 26, 2026 as the record date (ex-date May 25, 2026) for the shareholders with respect to whom the resolutions adopted by the Ordinary 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 sent as an electronic document with an extended electronic signature, in accordance with Law no. 214/2024 on electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - 19.04.2026, at 11:00.

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 as an electronic document with an extended electronic signature, in accordance with Law no. 214/2024 on electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - 19.04.2026, at 11:00.

Shareholders registered on the record date (**07.04.2026**) 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 sent as an electronic document with an extended electronic signature, in accordance with Law no. 214/2024 on electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - 19.04.2026, at 11:00

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 20.03.2026 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 20.03.2026, 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 17.04.2026, at 17:00.

Shareholders' questions shall be submitted in writing, by filing the original documents at the Company's headquarters, or by sending them with an extended electronic signature via e-mail to **asistent.manager@mecanicaceahlau.ro** (in accordance with Law no. 214/2024 on electronic signatures).

In the event that, at the first convening, the legal and statutory quorum required for holding the Ordinary General Meeting of Shareholders is not met, the subsequent meetings of the Ordinary General Meeting of Shareholders shall take place on **April 22, 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

