

## **SOCIETATEA**

**“MECANICA CEHLĂU” S.A.**

**- PIATRA NEAMȚ –**

## **CONVOCAȚION**

**The Board of Directors of Mecanica Ceahlău S.A.** with its registered office in Piatra Neamț, 6 Dumbravei Street, Neamț County, registered with the Trade Register under no. J27/8/1991, Unique registration code 2045262, met on **13.03.2024**, in accordance with the provisions of Law no. 31/1990, republished and supplemented, **convenes the Ordinary General Meeting of Shareholders on 18.04.2024, at 13:00, which will take place at company's registered office**, in Piatra Neamț, 6 Dumbravei Street, Neamț County, for all shareholders registered with the Trade Register at the end of **05.04.2024**, with the following agenda:

### **FOR THE ORDINARY GENERAL MEETING:**

- 1.** Election of the secretariat of the company Shareholders' Ordinary General Meeting, in compliance with the provisions of Law 31/1990, article 129, paragraph (2);
- 2.** Presentation, discussion and approval of the individual Financial Statements for the year 2023, accompanied by the independent financial auditor's opinion, the Board of Directors' Activity Report for the year 2023 and the Remuneration Report for the year 2023;
- 3.** Approval of the distribution of the 2023 net profit, by destination.
- 4.** Approval of the managers' discharge for 2023
- 5.** Approval of the general limits for the remuneration of the company managers and directors, in compliance with Art.153<sup>18</sup> of Law 31/1990, republished as updated.
- 6.** Empowerment of the General Manager to prepare all the necessary documents for the registration of the OGMS decision with the Trade Register Office and to take the steps to ensure the advertising of the decisions adopted. The General Manager may empower other persons to perform the previously mentioned registrations
- 7.** Approval of the date of 15.05.2024 (ex-date 14.05.2024) as the date for the identification of the shareholders who are to benefit from rights and who are to suffer from the effects of the OGSM [AGOA] resolutions.

### **Shareholders' right to participate in general meetings of shareholders**

The access of shareholders to the Ordinary General Meeting 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. 455/2001 on electronic signature, by e-mail to [asistent.manager@mecanicaceahlau.ro](mailto:asistent.manager@mecanicaceahlau.ro), by the deadline - 17.04.2024 at 13:00.

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 as an electronic document with an extended electronic signature, in accordance with Law no. 455/2001 on electronic signature, by e-mail to [asistent.manager@mecanicaceahlau.ro](mailto:asistent.manager@mecanicaceahlau.ro), by the deadline - 17.04.2024, at 13:00.

Shareholders registered on the record date (05.04.2024) 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. 455/2001 on electronic signature, by e-mail to [asistent.manager@mecanicaceahlau.ro](mailto:asistent.manager@mecanicaceahlau.ro), by the deadline - 17.04.2024, at 13:00

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](http://www.mecanicaceahlau.ro) from 18.03.2024 in both Romanian and English.

The special proxy forms as well as the postal voting form will be made available to shareholders at the company's registered office and on its website [www.mecanicaceahlau.ro](http://www.mecanicaceahlau.ro) as of 18.03.2024 in both Romanian and English.

**Voting shall be carried out as from 08.04.2024.**

**One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company**, may exercise the rights provided for in Article 105 para. (3) of Law no. 24/2017 on issuers of financial instruments and market operations and art. 189, art. 199 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations in conjunction with the provisions of art. 117 index 1 of Law no. 31/1990 on companies, only in writing, until 29.03.2024 at 13:00, by submitting the documents, in original, to the Company's registered office or by sending them with an extended electronic signature, by e-mail to [asistent.manager@mecanicaceahlau.ro](mailto:asistent.manager@mecanicaceahlau.ro), in accordance with Law no. 455/2001 on electronic signature. Requests must be accompanied by a justification and/or a draft resolution proposed for adoption by the General Meeting of Shareholders.

Shareholders may ask questions in writing on items on the agenda of the General Meeting from 18.03.2024 until 17.04.2024 at 13:00.

In the event that, at the first convocation, the quorum required by law and the Articles of Association for holding the ordinary general meeting of shareholders is not met, the next ordinary general meeting of shareholders will be held on **19.04.2024** with the same agenda, in the same place and at the same time. Further information can be obtained at the Company's registered office and by telephone on 0233-211104 extension 117 or by e-mail: [asistent.manager@mecanicaceahlau.ro](mailto:asistent.manager@mecanicaceahlau.ro)

Chairman of the Board of Directors

Trifa Aurelian-Mircea-Radu

