

The Company
“MECANICA CEHLAU” S.A.
- PIATRA NEAMT –

Attention to:
AUTHORITY FOR FINANCIAL MONITORING BUCHAREST [ASF]
BUCHAREST STOCK EXCHANGE
CURRENT REPORT

in compliance with the provisions under Law 24/2017 and of the Regulation N° 5/2018 of ASF

Report date: 20/04/2023

Issuing entity: S.C. “Mecanica Ceahlău” SA

Registered Office: Municipality of Piatra Neamt, Str. Dumbravei, N° 6

Phone/Fax: 0233/211104; 0233/216069

Unique Code of Registration with the Office of the Register of Commerce: 2045262

Register of Commerce Incorporation N°: J.27/8/1991

Social capital, subscribed and paid: Lei 23,990,846.00

Regulated Market on which movables issued are traded: [Bursa de Valori] Bucharest Stock Exchange

Important events to be reported: The Ordinary and Extraordinary General Meeting of Shareholders and Resolutions approved

1a. The Ordinary General Meeting of Shareholders and Resolutions approved

The Ordinary General Meeting of the Shareholders of the company “MECANICA CEHLAU” S.A. was held on the first convening, i.e., 20/04/2023, and was attended – in person, by representatives or by post – by a number of 3 shareholders, representing 224,339,591 shares, i.e., 93,5105% of the company’s social capital.

Resolutions approved by the Ordinary General Meeting of Shareholders held on 20/04/2023

Resolution No. 1

Sole Article: It is hereby approved that the secretariat of the Ordinary General Meeting of Shareholders from among the shareholders, in compliance with the provisions of Law 31/1990, article 129, paragraph (2):

1. Ilie Mihailescu

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

Resolution No. 2

Sole Article: It is hereby approved that the Report on the Board of Directors’ activity for 2022

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

Resolution No. 3

Sole Article: That the Individual Financial Statements for 2022 are hereby approved, together with the independent financial auditor's opinion.

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

Resolution No. 4

Sole Article: It is approved that the net profit realized in the financial year 2021 in the amount of RON **1,856,097.76** be distributed on the following destinations:

Legal reserve:	RON 92,804.89
Loss coverage from previous years:	RON 1,763,292.87

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

Resolution No. 5

Sole Article: It is hereby approved the discharge of the managers' liability for 2022

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

Resolution No. 6

Sole Article: Is approved the participation of the administrators in the net profit obtained before the calculation of the corresponding provision, in the amount of RON 43,237, in this amount being included the company's contributions.

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

Resolution no. 7

Art. 1 The general remuneration limits shall be approved for administrators and directors of the company for 2023, as follow:

- a) For administrators, the limits established by the Ordinary General Meeting of Shareholders from 24.11.2017 shall be kept.
- b) For the executive management – monthly fixed net remunerations:
 - General Director Euro 3,500;
 - Sales Director RON 10,000;
 - Financial DirectorRON 10,000;

The denomination in lei will be made at the Euro-leu exchange rate of the NBR on the date of payment

Depending on the degree in which the performance indicators are met, collective and individual, at the end of 2023, the Board of Directors will grant a variable remuneration to the directors, but this remuneration is situated between the following limits:

- a) Awards - in the limit of 5% from the salary fund or achieved allowances, while conforming with the Budget of incomes and expenses approved by the Ordinary General Meeting of Shareholders.

b) Annul individual bonuses, as participations to the benefit plans, situated at a level of maximum 9 salaries, if the established performance indicators are met.

Art. 2. Entrustment of the Board of Directors to negotiate and conclude management contract/addendum to it with the executive directors and to ensure the retribution in the limits established by the Ordinary General Meeting of Shareholders.

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders.

Resolution No 8

Sole Article: The Remuneration Report for the financial year 2022 is approved

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

Resolution No 9

Sole Article: Empowerment of the General Manager's power to carry out all the necessary documents for the registration of the OGMS decision to National Trade Register Office and taking steps to ensure the publicity of the adopted decisions. The General Manager may also mandate other persons to perform the previously mentioned records.

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

Resolution No 10

Sole Article: It is hereby approved that the date of 23/05/2023 (ex-date 22/05/2023) shall be set as the date for the identification of the shareholders that are to benefit from rights and who are to be subject to the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders

The resolution is hereby adopted with 224,339,591 votes in favour, i.e., 100.00 % of the total shares represented in the Ordinary General Meeting of Shareholders

1.b. The Shareholders' Extraordinary General Meeting and Resolutions approved

The Extraordinary General Meeting of the shareholders of the company "MECANICA CEAHLAU" S.A. was held on the first convening, i.e., 20/04/2023, and was attended – in person, by representatives or by post – by a number of 3 shareholders, representing 224,339,591 shares, i.e., 93,5105% of the company's social capital.

Resolutions approved by the Extraordinary General Meeting of Shareholders held on 20/04/2023

Resolution No. 1

Sole Article: It is hereby approved that the secretariat of the Extraordinary General Meeting of Shareholders from among the shareholders, in compliance with the provisions of Law 31/1990, article 129, paragraph (2):

1. Ilie Mihailescu

The resolution is hereby adopted with 224,339,591 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

Resolution No. 2

Sole Article: The following secondary activities are approved to be added to the company's Articles of Association:

- 4531 Wholesale trade of motor vehicle parts and accessories
- 4532 Retail sale of motor vehicle parts and accessories
- 4791 Retail sale via mail order houses or via Internet

The resolution is hereby adopted with 175,861,653 votes in favor, i.e., 78.3908% of the total shares represented in the Extraordinary General Meeting of Shareholders.

Resolution No. 3

It is hereby approved to restrict the object of activity as follows:

The main activity is:

- 2830 - Manufacture of machinery for agriculture and forestry.

Secondary activities:

- 1624 - Manufacture of wood packaging material
- 1629 - Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials
- 2453 - Casting of non-ferrous light metals
- 2511 - Manufacture of structural metal products and parts thereof
- 2561 - Treatment and coating of metals
- 2562 - General mechanical engineering
- 2573 - Tool making
- 2829 - Manufacture of other general purpose machinery n.e.c.
- 2920 - Manufacture of bodies for motor vehicles; manufacture of trailers and semi-trailers
- 3312 - Repair of machinery
- 3511 - Manufacture of electricity
- 3513 - Electric power distribution
- 3514 - Electricity distribution
- 3600 - Water collection, treatment and distribution
- 4531 - Wholesale trade of motor vehicle parts and accessories
- 4532 - Retail trade of motor vehicle parts and accessories
- 4661 - Wholesale of agricultural machinery, equipment and supplies
- 4677 - Wholesale of waste and scrap
- 4791 - Retail sale via mail order houses or Internet
- 6820 - Renting and subletting of own or leased real estate
- 7219 - Research and Development in Other Natural Sciences and Engineering
- 7731 - Agricultural machinery and equipment rental and leasing activities
- 8121 - General cleaning activities of buildings

Art. 2. The rewriting and republication of the updated version of the Constitution in the Official Gazette of Romania, Part IV, is hereby approved.

The resolution is hereby adopted with 175,861,653 votes in favor, i.e., 78.3908% of the total shares represented in the Extraordinary General Meeting of Shareholders.

Resolution No. 4

Sole Article: To approve the empowerment of the Chairman of the Board of Directors to sign the amended and updated form of the Articles of Association

The resolution is hereby adopted with 224,339,591 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

Resolution No. 5

Sole Article: Empowerment of the General Manager's power to carry out all the necessary documents for the registration of the EGMS decision to National Trade Register Office and taking steps to ensure the publicity of the adopted decisions. The General Manager may also mandate other persons to perform the previously mentioned records.

The resolution is hereby adopted with 224,339,591 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

Resolution No. 6

Sole Article: It is hereby approved that the date of 23/05/2023 (ex-date 22/05/2023) shall be set as the date for the identification of the shareholders that are to benefit from rights and who are to be subject to the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders.

The resolution is hereby adopted with 224,339,591 votes in favor, i.e., 100.00 % of the total shares represented in the Extraordinary General Meeting of Shareholders.

President of the Board of Directors

Trifa Aurelian-Mircea-Radu