SPECIAL POWER OF ATTORNEY
Requested by the Board of Directors of Mecanica Ceahlău SA

The undersigned _____ identified with CNP/CUI_____ holder of _____ shares issued by Mecanica Ceahlău SA (representing_____% of the total number of shares) giving me the right to_____ votes in the Extraordinary General Meeting of Shareholders (representing_____% of the total number of the voting rights) I hereby appoint

_____

(first and last name, address and CNP of the representative chosen by the holder of securities)
or [1]

_____

(first and last name, address and CNP of the representative chosen by the holder of securities)

As my representative in the Extraordinary General Meeting of Shareholders to be held on **September 29, 2026**, at **11:00 a.m.**, at the Company's headquarters located in Piatra Neamț Municipality, 6 Dumbravei Street, or, at the second convocation, on **September 30, 2026**, at the same time and in the same place (in the event that the first meeting cannot be held), to exercise the voting rights corresponding to my holdings registered in the consolidated shareholders' register of Mecanica Ceahlău S.A. as follows:

Point 1
Article 1 It is approved the election of the secretariat of the EGMS meeting between the company's shareholders, in accordance with the provisions of Article 129, paragraph (2) of Law no. 31/1990 on companies, in the person of Mr. Mihailescu Ilie

For ☐ Against ☐ Abstention ☐

Point 2
Article 1 Approves the sale of the Asset, as a whole, owned by the Company and located at 6 Dumbravei Street, Piatra Neamț, Neamț County, consisting of twelve land plots with a total area of 32,864 sq.m, 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"**, together with the buildings erected thereon, 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"**, together with the buildings erected thereon, 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;

[1] *Alternate representative if the first appointed cannot be present (CNVM Regulation 6/2009)*

- 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.
- Special-purpose structures and equipment dedicated to the buildings erected on the land plots described above

For ☐ Against ☐ Abstention ☐

Point 3
Article 1 Approves that the sale price of the Asset described under item 2 shall not be lower than the value established in accordance with the valuation report prepared by DARIAN DRS S.A., an independent valuer authorized by ANEVAR.

For ☐ Against ☐ Abstention ☐

Point 3[1]
Article 1. It is hereby approved that the minimum sale price of the real estate asset described under item 2 of the agenda shall not be lower than **EUR 1,440,000 (one million four hundred forty thousand euros).**

For ☐ Against ☐ Abstention ☐

Point 4
Article 1 It is hereby approved to authorize the Board of Directors to establish the procedure for the sale of the asset described under item 2, to negotiate the price and the documents related to the transaction, to implement the resolutions of the Extraordinary General Meeting of Shareholders, and to authorize the Chief Executive Officer to sign the transaction documents, including any other documents necessary for the completion of the asset sale, under the terms established by the Board of Directors

For ☐ Against ☐ Abstention ☐

Point 4[1]
Article 1. It is hereby approved to authorize the Board of Directors to negotiate the final transaction price and the documents relating to the transaction, to implement the resolutions of the EGMS, and to 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 General Meeting of Shareholders and the Board of Directors**.**

For ☐ Against ☐ Abstention ☐

Point 5

Article 1. It is hereby approved that the asset be sold as a whole, in its current condition, by direct negotiation with an identified purchaser, followed by an overbidding procedure conducted by means of a closed, ascending public auction with open bidding.

For ☐ Against ☐ Abstention ☐

Point 6

Article 1. It is hereby approved to authorize the Board of Directors to prepare the sale rules, subject to the following main guidelines:

- **Publicity of the sale procedure:** The Company shall post the sale notice on its website and submit it for publication in at least one local newspaper and one national newspaper;
- **Participation guarantee:** Bidders shall provide a participation guarantee amounting to 10% of the approved minimum sale price; the guarantee shall be returned to unsuccessful bidders and retained in the case of the successful bidder who refuses to enter into the sale agreement;
- **Selection criterion:** The sole criterion for ranking the bids shall be the price;
- **Sale method:** Direct negotiation with an identified purchaser, followed by an overbidding procedure conducted by means of a closed, ascending public auction with open bidding; the bid offering the highest price shall be successful, provided that such price may not be lower than the minimum price approved pursuant to item 3 or item 3^1 of the agenda, as applicable;
- **Information to shareholders:** The Board of Directors shall inform the shareholders of the outcome of the sale procedure, as well as the identity and bid of the successful bidder, within 5 business days from the date of award.

For ☐ Against ☐ Abstention ☐

Point 7

Article 1. The amendment of the Company's Articles of Association is hereby approved as follows:

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

"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, bearing 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."

Article 2. The restatement of the updated version of the Company's Articles of Association, to be filed with the Trade Register, is hereby approved

For ☐ Against ☐ Abstention ☐

Point 8

Article 1. The Chairman of the Board of Directors is hereby authorized to sign the amended and updated version of the Company's Articles of Association.

For ☐ Against ☐ Abstention ☐

Point 9

Article 1 The **mandate of the Board of Directors**, as well as of its individual members, is hereby **approved** for the implementation of the resolutions adopted by the Extraordinary General Meeting of Shareholders**.**

Article 2 The **General Manager** is hereby **authorized**, with the right of substitution, to carry out all legal procedures and formalities and to sign any documents necessary for the implementation of the resolutions adopted by the Extraordinary General Meeting of Shareholders**,** including the formalities for publication and registration with the Trade Register**.**

For ☐ Against ☐ Abstention ☐

Point 10

Article 1 The Extraordinary General Meeting of Shareholders hereby approves **23.10.2026** (ex-date **22.10.2026**) as the record date for identifying the shareholders entitled to benefit from rights and upon whom the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders shall be reflected

For ☐ Against ☐ Abstention ☐

First and last name[2]: **Signature**[3]:

✍_____ ✍_____

Date:✍_____

[2] *First and Last Name of the individual shareholder or of the legal representative of the legal entity shareholder*

[3] *Handwritten signature of the individual shareholder or handwritten signature and stamp of the legal representative of the legal entity shareholder. Attach a copy of the signatory's ID and documents certifying the capacity of legal representative (for legal entities - confirmation of company details issued by the Trade Register or another competent authority)*

CLARIFICATIONS ON FILLING IN THE SPECIAL POWER OF ATTORNEY

Dear shareholders, when sending the voting right through Special Power of Attorney, please consider the following:

a. Fill in the identification data of the shareholder according to the ID: first and last name, Personal Identification Number (CNP) for individuals or the name and the unique registration code for legal entities;
b. Choose to appoint by the owner of shares an individual to fulfill the capacity of agent of the owner of shares registered in the consolidated register of shareholders on the reference date. Individuals appointed as agent by the owner of shares may be persons other than shareholders, except for directors, managers and officials of the company.
c. Read the agenda, review the content of the informative materials and write the vote for each item of the agenda, by checking **X** in the space corresponding to the voting decision: *"for"; "abstention"; "against".*

The Special Power of Attorney shall be filled in in three identical originals by the **principal shareholder** in all the fields; an original will remain with the principal, one original will be handed over to the agent and an original with the signature of the principal and a copy of the ID or certificate of registration of the represented shareholder shall be submitted to the registered office of MECANICA CEAHLĂU S.A. on business days, between 9:00 a.m. and 4:00 p.m., but **no later than September 25, 2026,** for validation, subject to verification against the data contained in the Consolidated Register of Shareholders as of the record date.
In order to send the special powers of attorney and the accompanying documents by mail or any form of delivery, the following requirements shall be met:
•The Special Power of Attorney, filled in and signed in original by the shareholder shall be introduced in an envelope and the following shall be mentioned in clear script and with capital letters: "Special Power of Attorney - first and last name/name of the shareholder, CNP/CUI";
• The above-mentioned envelope, together with the remaining accompanying documents, shall be sent to the company in an envelope mentioning in clear script and with capital letters "FOR THE EGMS".
The special powers of attorney authenticated by a public notary shall be submitted with the authentication report in original.

The special proxy may be submitted in electronic format, bearing a qualified electronic signature, in accordance with Law No. 214/2024 on Electronic Signatures, by e-mail to asistent.manager@mecanicaceahlau.ro, no later than September 27, 2026, at 11:00 p.m., indicating in the subject line: " **FOR THE EGMS OF MECANICA CEAHLAU OF SEPTEMBER 29/30, 2026**".

The special power of attorney is valid only for the EGMS for which it was given and does not entitle the agent to dispose of the shares, which are and shall remain the full ownership of the shareholder.
Access in the meeting room for shareholders or agents shall be possible based on a valid ID. For legal entity shareholders, access of their representatives or agents shall be made based on a valid ID and Special Power of Attorney stamped and signed by the legal representative of the legal entity.