

**FINANCIAL SUPERVISORY AUTHORITY  
BUCHAREST STOCK EXCHANGE SA**

**CURRENT REPORT  
ACCORDING TO ASF REGULATION NO. 5/2018  
on financial instruments issuers and market operations**

Report Date: **08.12.2023**  
Issuer Name: **MECANICA FINA SA**  
Registered Office: **5-25 Popa Lazăr Street, Sector 2, Bucharest**  
Phone/Fax Number: **021.252.00.85 / 021.252.76.09**  
Unique Registration Code at the Trade Registry Office: **655**  
Trade Registry Number: **J40 / 2353 / 1991**  
Subscribed and Paid-up Share Capital: **9,264,890 Romanian Lei (RON)**  
Regulated Market for Securities Trading: **BVB Standard Category Shares**

**Significant Events to Report:**

**RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
ADOPTED ON 08.12.2023**

**RESOLUTION NO. 6 DATED 08.12.2023**

*In accordance with the provisions of Article 111(2) letter "b," Article 153<sup>12</sup>(1), and Article 130(2) of Law No. 31/1990 on companies, republished, with subsequent amendments and additions, and in accordance with Article 16(1) of the company's Articles of Incorporation, following the exercise of the secret ballot for the election of administrators,*

*The Ordinary General Meeting of Shareholders of Mecanica Fina SA, held legally and in accordance with the statutes on December 08, 2023, at the company's headquarters in Bucharest, Sector 2, 5-25 Popa Lazar Street, was attended by registered shareholders as of the reference date November 27, 2023, holding a total of 3,705,956 shares with a nominal value of 2.50 lei, representing a total of 3,395,208 shares and an equivalent of 91.6149% of the total share capital and 91.6324% of the total voting rights associated with a total of 3,705,250 voting shares. The resolutions were passed unanimously by the attending shareholders.*

**DECIDES:**

1. It is approved to re-elect Mr. Mollo Sergio, Ms. Mollo Simona, and Mr. Mollo Giuseppe Alessandro as administrators of Mecanica Fina SA for a new term of 4 years, starting from December 10, 2023, until December 10, 2027. Mr. Mollo Sergio is reaffirmed as the President of the Board of Directors and CEO of Mecanica Fina SA. Following the establishment of the new mandate of the administrators, the introductory part of paragraph (6) of Article 17 of the Articles of Incorporation of the company will specify the duration of the new mandate as determined in point 1 above.

2. The registration date for shareholders affected by the decisions adopted in the ordinary general meeting is approved as December 29, 2023, and the "ex-date" is set as December 28, 2023.

3. The authorization of the CEO of the company, with the possibility of substitution, is approved to sign the resolutions of this general meeting, as well as all documents, documentations, applications, forms, requests, and others of the like, prepared for the purpose and for the execution of the resolutions adopted by the general meeting, in relation to any natural or legal person, private or public, and to perform all legal formalities for the registration, publicity, opposability, and execution/implementation of the respective resolutions.

**DECISIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
ADOPTED IN THE MEETING HELD ON DECEMBER 08, 2023**

The Extraordinary General Meeting of Shareholders of Mecanica Fina SA, held legally and in accordance with the statutes on December 08, 2023, at the company's headquarters in Bucharest, Sector 2, 5-25 Popa Lazar Street, was attended by registered shareholders as of the reference date November 27, 2023, holding a total of 3,705,956 shares with a nominal value of 2.50 lei. This represents a total of 3,395,208 shares and an equivalent of 91.6149% of the total share capital and 91.6324% of the total voting rights associated with a total of 3,705,250 voting shares. With the unanimous votes of the attending shareholders, the following decisions were adopted:

**DECISION NO. 4 DATED DECEMBER 08, 2023**

In accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:

1. Approval is granted for the change of the company's main field of activity and the main object of activity (main activity) as follows:

- The main field of activity is: CAEN Group 642 - Activities of holding companies;
- The main object of activity is: CAEN Class 6420 - Activities of holding companies.

**DECISION NO. 5 DATED DECEMBER 08, 2023**

With a view to ensuring the legal conditions necessary for investments in the production capacity of electric energy generated from renewable sources exclusively for the company's self-consumption;

In accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:

1. Approval is granted for the expansion of the company's scope of activity, in the category of secondary activities, with the activity - CAEN Class 3511 - production of electric energy.

**DECISION NO. 6 DATED DECEMBER 08, 2023**

In accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:

1. Approval is granted for the narrowing of the company's scope of activity by eliminating the following secondary activities that the company no longer engages in: CAEN Class 4669 - Wholesale trade of other machinery and equipment; CAEN Class 4941 - Road freight transport; CAEN Class 7490 - Other professional, scientific, and technical activities n.e.c.; CAEN Class 8230 - Organization of exhibitions, trade fairs, and congresses.

**DECISION NO. 7 DATED DECEMBER 08, 2023**

As a result of the amendment to the company's scope of activity approved by decisions no. 4, 5, and 6 dated December 08, 2023, of the Extraordinary General Meeting of Shareholders, and following the re-election of the company's administrators for a new term of 4 years starting from December 10, 2023, until December 10, 2027, approved by decision no. 6/08.12.2023 of the Ordinary General Meeting of Shareholders;

In accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:

1. Approval is granted for the corresponding amendment of the company's Articles of Incorporation, at Art. 5 (Company Purpose) as follows:

Art. 5 Company Purpose.

The company's purpose is structured into two distinct segments of activity, namely:

- a) organizing and managing investments consisting of equity stakes held, directly or indirectly, in the share capital of companies within the Mecanica Fina Group, including the provision of administrative services (IT, HR, financial, accounting, legal services) for the operational entities within the group, and
- b) conducting "property management" activities for the company's own real estate assets, as well as engaging in other commercial acts in accordance with the activities listed in the company's scope of activity.

2. Approval is granted for the corresponding amendment of the company's Articles of Incorporation, at Art. 6 (Object of Activity) as follows:

Art. 6 Object of Activity.

(1) Main field of activity: "CAEN Code 642 - Activities of holding companies";

(2) Main activity: "CAEN Code 6420 - Activities of holding companies".

(3) Secondary activities according to CAEN coding - Order 337/2007:

- 3511 - Production of electric energy

- 4110 - Real estate development (promotion);

- 4120 - Construction works of residential and non-residential buildings;

- 6810 - Purchase and sale of own real estate;

- 6820 - Leasing and sub-leasing of own or leased real estate;

- 6920 - Accounting and financial audit activities; tax consultancy (primary accounting activities);

- 7022 - Business and management consultancy activities.

(4) The company may carry out all technical, financial, tax, banking, administrative, intermediary, and similar operations directly/indirectly related to the activities listed in the object of activity.

(5) The company may participate as a shareholder or partner in other companies through contribution, assignment, merger, subscription, participation, financial intervention, or by any other means permitted by law.

(6) The company may acquire ownership or use of properties, including land, buildings, and/or other assets, to develop and diversify its real estate portfolio efficiently for its exploitation through leasing or any other means permitted by law.

(7) The company may carry out its object of activity both in Romania and abroad through import-export activities and/or intra-community acquisition/delivery of goods, either alone or with third parties, conducting any movable, immovable, financial, tax, commercial, or civil operations, as applicable.

(8) The object of activity of the company may be supplemented or amended, in accordance with current legal provisions, by a decision of the general meeting of shareholders or by a decision of the Board of Directors, in the event that the extraordinary general meeting delegates this authority to it for the modification of the object of activity, and only to the extent that the modification does not concern the main field and activity.

3. Approval is granted for the corresponding modification of the company's Articles of Incorporation, at Article 17, paragraph (6), following the re-election of the company's administrators for a new term of 4 years, in accordance with decision no. 6 dated 08.12.2023 of the Ordinary General Meeting of Shareholders, as follows:

Art. 17(6) The Board of Directors of the company, elected for a term of 4 years by the decision of the general meeting of shareholders no. 12/10.12.2007 and re-elected for new terms of 4 years by the decisions of the general meeting of shareholders no. 7/07.12.2011, 9/07.12.2015, 6/09.12.2019, and 6/08.12.2023, has the following composition:

1. Mollo Sergio, an Italian citizen, residing in the Municipality of Bucharest – Romania, administrator – President of the Board of Directors – Chief Executive Officer.

2. Mollo Simona, holding both Italian and Swiss citizenship, residing in Massagno – Switzerland, administrator – member of the Board of Directors.

3. Mollo Giuseppe Alessandro, an Italian citizen, residing in Massagno - Switzerland, administrator – member of the Board of Directors.

#### **DECISION NO. 8 DATED DECEMBER 08, 2023**

Whereas, by decision no. 4 dated December 08, 2023, of the Extraordinary General Meeting of Shareholders of Mecanica Fina SA, the change of the company's main field of activity and the main object of activity (main activity) was approved with the unanimous votes cast;

And since Law no. 31/1990 on companies and the legislation regarding issuers of financial instruments and market operations (Law no. 24/2017 and ASF Regulation no. 5/2018) grant shareholders who did not vote in favor of the general meeting's decision to change the company's main field of activity and main object of activity the right to withdraw from the company and request the repurchase of their shares by the company at a price determined by an authorized independent expert;

In accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:

1. Approval is granted for the price to be paid by the company to shareholders exercising their right to withdraw from the company under the conditions of Article 134 paragraph (1) letter "a" of Law no. 31/1990 on companies, at the value of 25.33 lei per share, as determined by Evaluation Report no. 165879 dated July 27, 2023, by the expert evaluator Fairvalue Consulting SRL, registered with ASF under no. PJR16EVPJ/400017 since July 2, 2010, appointed by the Decision no. 66978/10.05.2023 issued by the Trade Registry Office Bucharest in file no. 202172/09.05.2023.

2. *In principle, approval is granted for the withdrawal from the company of shareholders who did not attend the general meeting of shareholders but who may exercise their right of withdrawal within 30 days from the date of publication in the Official Gazette of Romania, Part IV, of decision no. 4 dated December 08, 2023, of the Extraordinary General Meeting of Shareholders of Mecanica Fina SA, approving the change of the company's main field of activity and the main object of activity (main activity).*
3. *The Board of Directors of the company, through the President of the Board - Chief Executive Officer, is authorized, with the possibility of substitution, to carry out, in accordance with the relevant provisions of Law no. 31/1990 on companies and the legislation regarding issuers of financial instruments and market operations (Law no. 24/2017 and ASF Regulation no. 5/2018), all necessary steps for the initiation, implementation, and completion of procedures that may arise in the event of valid withdrawal requests, while adhering to the payment deadline of 4 (four) months from the date of exercising the right of withdrawal, in accordance with the provisions of Article 134(2) - first paragraph of Law no. 31/1990 on companies, correlated with the provisions of Article 182(4) and (5) of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.*

#### **DECISION NO. 9 DATED DECEMBER 08, 2023**

*Following the analysis of the proposals from the company's Administration and in accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:*

*1. Approval is granted for the functional reconversion and modernization program of the former production halls of the company located in Bucharest, sector 2, strada Popa Lazar nr.5-25, and soseaua Pantelimon nr. 1-3, including investments in the production capacity of electric energy for the company's self-consumption.*

*2. Authorization is granted to the Board of Directors of the company, through the President of the Board - Chief Executive Officer, to determine the solutions and methods for the implementation and financing of the program, to select the contractors for the works and/or services, finalizing contracts with them for execution and/or service provision, and to select banking and/or non-banking institutions to ensure the financial resources necessary for the implementation of the functional reconversion and modernization program of the two assets, also establishing, through negotiation, the conditions for contracting loans and the accessory guarantees of the credit contracts.*

#### **DECISION NO. 10 DATED DECEMBER 08, 2023**

*In accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:*

1. *Approval is granted for the registration date of shareholders on whom the effects of the decisions adopted in the extraordinary general meeting of shareholders will be reflected as of December 29, 2023, and the "ex-date" is set as of December 28, 2023.*

#### **DECISION NO. 11 DATED DECEMBER 08, 2023**

*In accordance with the results of the vote expressed during the meeting, the Extraordinary General Meeting of Shareholders of Mecanica Fina SA decides:*

1. *Authorization is granted to the General Director of the company, with the possibility of substitution, to sign the decisions of this general meeting as well as all documents, documentation, applications, forms, requests, and similar, prepared for the purpose and execution of the decisions adopted by the general meeting, in relation to any private or public individual or legal entity, and to carry out all legal formalities for the registration, publicity, opposability, and enforcement/implementation of the respective decisions.*

*President of the Board - Chief Executive Officer  
Mollo Sergio*