

SOCIETATEA
“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: 26/04/2023

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 the Shareholder is hereby convened for the 30/31 May 2023

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 **26.04.2023**, in accordance with the provisions of Law no. 31/1990 on companies and Law no. 24/2017 on issuers of financial instruments and market operations, republished, **convenes the Ordinary General Meeting of Shareholders on 30.05.2023, at 13:00 and the Extraordinary General Meeting of Shareholders on 30.05.2023, at 14:00, 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 **17.05.2023**, 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.** Approval of the general limits for the remuneration of the company managers and directors, in compliance with Art.153¹⁸ of Law 31/1990, on companies.
- 3.** Approval of the prescription of the dividends for the financial year 2019 established by the AGM of 22.04.2020, not yet paid until 13.07.2023 and their recording in the company's accounts according to the applicable regulations.
- 4.** 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

5. Approval of the date of 30.06.2023 (ex-date 29.06.2023) 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.

For the Extraordinary General Meeting:

1. Electing the secretariat of the EGMS among company's shareholders, in accordance with the provisions of Law no. 31/1990 art. 129, paragraph (2);

2. To ratify the Decision of the Board of Directors no. 1 of 13.04.2023, at the request of Banca Transilvania, for the extension and increase of the counter-guarantee letter and the contracting of a credit line, representing 16.84% of the total fixed assets of the company minus the receivables

3. Approval of the purchase of a MIG/MAG robotic welding system for a maximum amount of 250,000 Euro plus VAT.

4. Approval of the contracting of a financial loan/leasing for a maximum amount of 200.000 Euro for the financing of the robotic welding system and granting the mandate to the General Manager to represent the company with full and unlimited powers in the relationship with the Bank and any other third institutions/persons involved, including before the Notary Public, being authorized to carry out any necessary formalities, to present, negotiate and sign any necessary documents, his signature being fully enforceable against the company.

5. Approval of the submission by the company of a dossier for financing through the PNRR programme of a photovoltaic system with a maximum capacity of 4.99 MWh.

6. Approval of the cumulative level of guarantees whose total book value is 4,768,880 lei, representing a cumulative percentage of 21.78% of the company's total fixed assets less receivables;

7. To empower the General Manager to carry out all the necessary acts for the registration of the AGEA resolution at the Trade Register Office and to take the necessary steps to ensure the publicity of the adopted resolutions. The Director General may also mandate other persons to carry out the aforementioned registrations.

8. Approval of the date of 30.06.2023 (ex-date 29.06.2023) 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 EGSM [AGEA] resolutions.

The shareholders' access to the Ordinary and Extraordinary General Meetings shall be done by a simple proof of their identity, made in the case of the individual shareholders with the identity document, and in the case of the legal entity shareholders and the represented individual shareholders, with special power of attorney given to the individual representing them.

The Special Power of Attorney shall be drafted, in Romanian or in English, in three original copies (one for the company, one for the principal and one for the agent).

The special powers of attorney in copy, including the mention of conformity with the original under the signature of the representative, accompanied by a photocopy of the identity card or the registration certificate of the represented shareholder and a photocopy of the identity document or the representative's registration certificate, shall be filed at the head office of the company or by e-mail at asistent.manager@mecanicaceahlau.ro by 29.05.2023 at 16:00.

The shareholder may grant a general power of attorney valid for a period not exceeding 3 years, allowing his/her representative to vote on all items on the agenda of the General Meetings of Shareholders of the

company identified in the power of attorney, including acts of disposition, provided that that the power of attorney is granted by the shareholder, as a client, to an intermediary (as defined in Article 2 para. (1) item 19 of Law no. 24/2017), or to a lawyer.

The special power of attorney in copy, including the mention of conformity with the original under the signature of the representative, accompanied by a photocopy of the identity card or the registration certificate of the represented shareholder and a photocopy of the identity document or the representative's registration certificate, shall be filed at the head office of the company by 29.05.2023 at 16:00.

Shareholders registered on the reference date (17.05.2023) in the Shareholders' Register have the possibility to vote by mail, before the General Meeting of Shareholders, by using the vote by mail form.

The vote by mail form in original, written in Romanian or in English, together with the copy of the identity card or the shareholder's registration certificate, will be sent to the registered office of the company by 29.05.2023 at 16:00.

The special powers of attorney / forms of vote by correspondence accompanied by the shareholder's identity cards can be also sent by email with incorporated extended electronic signature, so that they can be registered with the company until the latest 29.05.2023 at 16.00 to the address asistent.manager@mecanicaceahlau.ro mentioning in the subject field "FOR THE GENERAL ORDINARY AND EXTRAORDINARY MEETING OF SHAREHOLDERS OF MECANICA CEHLAU SA from 30/31.05.2023"

The information, materials and documents relating to the items on the agenda and the draft decisions, will be made available to the shareholders at the registered office of the company and on its website www.mecanicaceahlau.ro as of 30.04.2023, in both Romanian and English.

The forms of the special powers of attorney as well as the vote by mail form will be made available to the shareholders at the registered office of the company and on its website www.mecanicaceahlau.ro as of 30.04.2023, in both Romanian and English.

Voting will start on 18.05.2023

One or more shareholders that own, individually or together, at least 5% of the share capital, have the right to insert new items on the agenda of the Ordinary or Extraordinary General Meeting of Shareholders. Requests must be accompanied by a justification and/or a draft resolution proposed for adoption by the general meeting of shareholders. The proposals shall be sent in writing to the company by 12.05.2023, at 16:00. Also, one or several shareholders that own, individually or together, at least 5% of the share capital, are entitled to submit draft resolutions for the items included or proposed to be included on the agenda of the general meeting. The draft resolutions shall be sent in writing by 12.05.2023 at 16:00.

Shareholders may submit, in writing, questions on items on the agenda of the General Meeting from 30.04.2023 and until 29.05.2023, at 16:00.

If, at the first convocation, the legal and statutory quorum necessary to carry out the Ordinary and Extraordinary General Meeting of Shareholders is not fulfilled, the following meeting of the ordinary and extraordinary general meetings of shareholders will take place on **31.05.2023**, with the same agenda, at the same place and at the same time. Additional information can be obtained from company's headquarters and by telephone at 0233-211104, extension 117, or by e-mail: asistent.manager@mecanicaceahlau.ro

Chairman of the Board of Directors

Trifa Aurelian-Mirea-Radu