

## SOCIETATEA

“MECANICA CEHLAU” S.A.

- PIATRA NEAMT –

## 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 **24.11.2023**, in accordance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, Law no. 31/1990 on companies and the provisions of the Articles of Association, **convenes the Ordinary General Meeting of Shareholders on 28.12.2023, at 13:00, which will take place at company's registered office**, in Piatra Neamț, 6 Dumbravei Street, Neamț County, with the following agenda:

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, discussions, and approval of the main directions of operation and the Budget of Revenue and Expenses for 2024.
3. 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 26.01.2024 (ex-date 25.01.2024) 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 resolutions.

Only shareholders registered in the register of shareholders kept by the Central Depository SA at the end of **18 December 2023, set as the reference date**, are entitled to attend and vote at the Ordinary General Meeting of Shareholders.

The shareholders' access to the Ordinary 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](mailto:asistent.manager@mecanicaceahlau.ro) by 27.12.2023 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 defined according to current legislation, 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 27.12.2023 at 16:00.

Shareholders registered on the reference date (18.12.2023) 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 27.12.2023 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 27.12.2023 at 16.00 to the address [asistent.manager@mecanicaceahlau.ro](mailto:asistent.manager@mecanicaceahlau.ro) mentioning in the subject field "FOR THE GENERAL ORDINARY MEETING OF SHAREHOLDERS OF MECANICA CEHLAU SA from 28/29.12.2023"

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](http://www.mecanicaceahlau.ro) as of 27.11.2023, 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](http://www.mecanicaceahlau.ro) as of 27.11.2023, in both Romanian and English.

Voting will start on 20.12.2023

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 General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting. The proposals shall be sent in writing to the company by 13.12.2023, 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 13.12.2023 at 16:00.

Shareholders may submit, in writing, questions on items on the agenda of the General Meeting from 27.11.2023 and until 27.12.2023, at 16:00.

If, at the first convocation, the legal and statutory quorum necessary to carry out the Ordinary General Meeting of Shareholders is not fulfilled, the following meeting of the Ordinary General Meetings of Shareholders will take place on **29.12.2023**, 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](mailto:asistent.manager@mecanicaceahlau.ro)

Chairman of the Board of Directors

Trifa Aurelian-Mircea-Radu