



## TURBOMECANICA

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**European Unique Identifier (EUID) ROONRC.J40/533/1991**

Commerce Registry Code J40/533/1991

Tax Code RO3156315 Unique Registration Code 3156315

Subscribed share fully paid capital 36,944,247.50 RON

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### CURRENT REPORT

No. 05 of 27.03.2024

The current report in conformity with art 143 of ASF Regulation no. 5/2018

**Reporting date: 27.03.2024**

**Name issuing entity:** TURBOMECANICA SA

**Headquarters:** Bucharest, 244 Iuliu Maniu Blvd., district 6

**Phone no.:** 021 434 32 06 021 434 07 41 facsimile: 021 434 07 94

**Unique Registration Code with the Trade Registry Office:** RO 3156315

**Registration number with the Trade Registry:** J40/533/1991

**LEI Code** 52990005AIXHHACIZH85

**Subscribed and integrally paid in capital:** 36.944.247,50 lei

**Regulated market** where the issued receivables are traded: Bucharest Stock Exchange  
Capital Titles Tier Standard Shares

#### **I. Important events to be reported**

The Board of Directors of the Company TURBOMECANICA SA has adopted a decision on 27.03.2024 whereby it was approved **convening the Ordinary and Extraordinary General Meeting of Shareholders in order to approve** the financial situations for year 2023 and the ancillary issues on 29.04.2024 hours 11.00, respectively 11.30 at the Company's registered offices in Bucharest Bd Iuliu Maniu no 244 District. Also, the Board of Directors hereto approves all the document to be submitted for shareholder's decision and all the draft documents which are to be provided to the shareholders and/or communicated to the regulatory bodies, as follows: current report on the OGMS/EGMS calling, draft power of attorney in Romanian and English language, draft OGMS/EGMS decisions.

The Board of Directors of **TURBOMECANICA S.A.**, with registered office in Bucharest, b-dul. Iuliu Maniu nr. 244, sector 6, incorporated under no J40/533/1991, C.U.I. 3156315, in accordance with the provisions of Law no. 31/1990, republished, with subsequent amendments and additions and of Law nr. 24/2017, in the meeting held on 27.03.2024, decided to convene on **29.04.2024**, at **11.00** hours and **11.30** hours respectively in the Protocol Hall of Turbomecanica S.A., located in Bucharest, b-dul. Iuliu Maniu nr. 244, sector 6, **ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** registered in the shareholders' register at the end of 15.04.2024.

The ordinary general meeting shall have the following agenda:

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1. Approval of the financial statements for 2023, of the Annual Report of the Board of Directors for the financial year 2023 and of the Report of the Financial Auditor on the financial statements for 2023;
2. Approval of the discharge of liability for the members of the Board of Directors for the activity carried out in 2023;
3. Approval of the income and expenditure budget of the company and of the Investment Plan for 2024;
4. Presentation of the remuneration report drafted as per the provisions of art. 107 of Law nr. 24/2017.
5. Approval of the proposal of the Board of Directors to distribute the net profit for the financial year 2023 as well as the distribution of the dividend for the financial year 2023.
6. Approval of the extension of the mandates of the members of the Board of Directors of the Company, respectively Mr. Eng. Radu Viehmann, President/General manager, Mrs. Dana Maria Ciorapciu, Mr. Radu Ovidiu Sarbu and Mr. Niculae Havrilet for a new period of 4 years, extension being approved under the same conditions, including remuneration, for the management contract and appointing the person who will sign on behalf of the company the addendum to the management contract;
7. Approval of the proposal for the appointment of a new director of the Company in the vacant position left by the death of Mrs. Henriette Spinka in the person of Mr. Man Gheorghe Alexandru, Romanian citizen residing in Cluj County, mun Dej, for a mandate of 4 years, under the same conditions as the other members of the Board, including in terms of remuneration, and appointment of the person who will sign the management contract on behalf of the company.
8. Extension of the mandate of the external financial auditor of the company for another 3-year mandate in accordance with Law no. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements, as well as for compliance with the provisions of Regulation (EU) no. 537/2014 on specific requirements regarding the statutory audit of public-interest entities.
9. Approval of the registration date that serves to identify the shareholders affected by the resolution of the ordinary general meeting of shareholders, proposing in this regard the date of 11.10.2024.
10. Establishing the date of 10.10.2024 as "ex date", the calendar date from which the shares of TURBOMECANICA S.A., object of the Decision of the Ordinary General Meeting of Shareholders, are traded without the rights deriving from this decision;
11. The establishment of 24.10.2024 as the "payment date", the calendar date on which the distribution of dividends related to TURBOMECANICA S.A. shares, as established by the Decision of the Ordinary General Meeting of Shareholders, becomes certain.
12. Empowering the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and of the legal adviser of the company to fulfil the formalities necessary for its registration with the Trade Registry Office and publication of the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

The extraordinary general meeting shall have the following agenda:

1. Approval of the amendment of the Articles of Association of the Company as follows:
  - i. Art. 1. - The name of the company shall have the following wording:  
The name of the company is TURBOMECANICA S.A.

In any invoice, offer, order, tariff, prospectus and other documents used in business, issued by the company, it will be mentioned the name, legal form, registered office, trade register number and unique registration code, as well as the subscribed and paid-up share capital.

This information will also be published on the company's website.

ii. Art. 2. - The legal form of the company shall have the following wording:

TURBOMECANICA S.A. is a Romanian legal entity, having the legal form of a joint stock company. The shares issued by the Company are traded on the capital market operated by the Bucharest Stock Exchange in the main category.

iii. Art. 4. - The registered office of the company shall have the following wording:

The headquarters of the company is Romania, Bucharest, Iuliu Maniu Boulevard nr. 244, District 6. The company's headquarters may be changed to another locality in Romania, based on the decision of the Company's Board of Directors.

The Company may have branches, subsidiaries, representative offices, agencies, located in other localities in the country and abroad opened based on the decision adopted in this regard by the Board of Directors of the Company.

iv. Art. 6. will have the following wording:

The object of activity of the company is the production and sale of aircraft engines and mechanical assemblies; promoting and implementing initiatives of national interest in the field of aircraft engine manufacturing, other related fields and realization of benefits.

v. The following final paragraph shall be added to Article 7:

The Board of Directors of the Company may decide, under the law, to modify – extend or reduce – the object of activity of the Company, except for the main field and the main activity.

vi. Art. 8. - Share capital. The shares will have the following wording:

The share capital of the Company is **36,944,247.50 lei**, divided into **369,442,475** registered shares with a face value of **0.10 lei** each, fully paid up by shareholders.

The share capital is divided between shareholders who are natural and legal persons, according to the register of shareholders kept under the law by Depozitarul Central S.A., headquartered in Bucharest, Bd. Carol nr. 34-36, sector 2.

vii. Art. 9 para (3) is deleted.

viii. In Art. 11. - Rights and obligations arising from shares shall be deleted the last two paragraphs

ix. Art. 12. - will have the following title and content:

Transfer of shares

The transfer of shares between shareholders or to third parties shall be made under the conditions and procedure provided by law on the regulated market on which these shares are traded.

x. Art. 13. – Competencies, paragraphs 3 and 4 shall have the following wording:

The ordinary general meeting shall meet at least once a year, no later than 4 months after the end of the financial year. In addition to discussing other items on the agenda, the ordinary general meeting shall be obliged to:

- a) discuss, approve or amend the annual financial statements, based on the report of the administrators and the financial auditor; approve the distribution of profits and fix the dividend;
- b) elect and revoke the members of the Board of Directors;

- c) appoint or dismiss the financial auditor and fix the minimum duration of the financial audit contract as well as his/her remuneration;
- d) fix the remuneration due for the current year to the members of the Board of Directors;
- e) to decide on the management of the Board of Directors;
- f) establish the income and expenditure budget and, where appropriate, the activity programme for the following year;

The extraordinary general meeting shall meet whenever it is necessary to take a decision to:

- a) changing the legal form of the company;
- b) changing the object and main field of activity of the company;
- c) extension of the duration of the company;
- d) increase of the share capital;
- e) reduction of the share capital or its top-up by issuing new shares;
- f) merger with other companies or division of the company;
- g) early dissolution of the company;
- h) conversion of registered shares into bearer shares or bearer shares into registered shares;
- i) conversion of shares from one class to another;
- j) bond issue;
- k) admission or withdrawal from trading of the company's shares on a regulated market;
- l) contracting long-term bank loans, including external loans, for amounts exceeding, individually or cumulatively, during a financial year, 20% of total fixed assets, less receivables;
- m) approve the acts of acquisition, alienation, exchange or guarantee of certain assets from the category of fixed assets of the company, whose value exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less receivables;
- n) approve leases of tangible assets, for a period longer than one year, whose individual or cumulative value vis-à-vis the same co-contractor or persons involved or acting in concert exceeds 20% of the total value of fixed assets, less receivables at the date of conclusion of the legal act, as well as associations for a period longer than one year, exceeding the same value.
- o) suing the members of the Board of Directors, the General Manager and the financial auditor for the damage caused to the company;
- p) any other amendment to the articles of association or any other decision for which the approval of the extraordinary general meeting is required.

xi. In Article 13 – Powers The following new final paragraph shall be added:

The exercise of the powers of the Extraordinary General Meeting regarding the change of the company's headquarters, the modification of the company's object of activity, except for the field and main activity of the company, the establishment or closure of secondary offices: branches, agencies, representative offices or other such units without jurisdictional personality are delegated to the Board of Directors under the conditions provided by this Constitutive Act.

xii. Art. 14. - The convocation of the general meeting of shareholders paragraph 4 shall have the following wording:

The convocation shall include the place and date of the meeting, as well as the agenda, explicitly mentioning all the issues to be debated by the meeting, the reference date, the date of identification of the shareholders who will benefit from the rights established by the decision of the general meeting, as well as the date of payment of dividends, if applicable.

xiii. In Art. 14. - The convocation of the general meeting of shareholders shall be added a new paragraph 6 with the following wording:

The Company will make available to shareholders all documents, information and clarifications related to the agenda of the general meeting, both in physical format, at the Company's headquarters, and in the dedicated section of the Company's website, both in Romanian

and English, being fully applicable the regulations and obligations established for issuers of financial instruments by the Financial Supervisory Authority.

- xiv. In Art. 14. - Calling the general meeting of shareholders paragraph 7 (formerly 6) shall have the following wording:

The general meeting of shareholders usually meets at the company's headquarters or at another location communicated by the Board of Directors.

- xv. In Article 15. - The organization of the general meeting of shareholders shall be added a new paragraph 2 with the following wording:

Shareholders may participate in general meetings personally/through a legal representative or proxy based on a non-authentic power of attorney issued taking into account the requirements applicable to securities traded on a regulated market.

- xvi. In Article 15. - The organization of the general meeting of shareholders paragraphs 6, 7 and 8 shall have the following wording:

The General Meeting of Shareholders is chaired by the President of the Board of Directors and/or the General Manager or, in their absence, by a person elected by the shareholders for this purpose.

The President of the meeting shall appoint from among the shareholders of the company two secretaries who shall check the list of shareholders' attendance, showing the capital each represents and the fulfilment of all formalities required by law and the Constitutive Act and shall draw up the minutes of the meeting.

The minutes of the meeting shall be recorded in the register of minutes of the general meetings, kept in electronic format by the Company, shall be signed by the person who chaired the meeting and by the secretaries who drew it up and shall be archived by the Company.

- xvii. Art. 16. - The exercise of voting rights in the general meeting of shareholders paragraph 1 shall have the following wording

The decisions of the meetings shall be taken by open vote or by correspondence, under the conditions established by the convening notice of the general meeting. The personal/proxy presence of a shareholder invalidates the postal vote transmitted under the conditions established by the convening notice.

- xviii. Art. 17. - Organization shall have the following wording:

TURBOMECANICA S.A. is managed in a unitary system by the Board of Directors, composed of five members, elected by the ordinary general meeting, of which a president, elected by the Board of Directors from among its members. The President of the Board of Directors may also act as General Manager of the company, as an executive member of the Board of Directors.

The rights and obligations of the Board members in exercising their mandate are established by the management contract signed upon acceptance of the mandate. The General Manager of the Company shall have a management contract concluded with the appointed representative of the Board of Directors of the Company.

The Board of Directors delegates to the Executive Directors of the Company - the CEO and/or other persons outside the Board - the executive management of the Company, the majority of the Board members being non-executive members.

The duration of the directors' mandate is of 4 years.

In the event of a vacancy of one or more director positions, the Board of Directors shall appoint interim directors until the ordinary general meeting of shareholders meets.

The Board of Directors of the company shall have at least one independent member, in accordance with Article 138<sup>2</sup> of the Companies Law nr. 31/1990.

The Board of Directors will carry out its duties either directly or through advisory

committees consisting of at least 2 board members who have analysis and recommendation competencies in areas such as auditing, remuneration of directors and directors, nomination of candidates for various management positions.

At least one member of each committee shall be an independent non-executive director. The audit and remuneration committees shall consist only of non-executive directors. At least one member of the audit committee shall have experience in the application of accounting principles or financial audit.

These committees shall report to the Board at least once a year on their work.

The President, the other members of the Board of Directors and the executive directors shall be jointly or severally liable, as the case may be, to the Company for damages caused to the Company by breach of any regulations applicable to its business. However, Board members and/or Executive Directors cannot be held liable for taking a business decision they were reasonably entitled to believe that they were acting in the best interests of the company and on the basis of appropriate information.

Art. 18. - The duties of the Board of Directors shall have the following wording:

The Board of Directors is charged with the management and administration of the company, with the fulfillment of all necessary and useful acts for the achievement of the object of activity of the company within the limits of the competences established by this Constitutive Act, the decisions of the General Meeting and the applicable legislation.

In relations with third parties, the company is employed and represented by the President of the Board of Directors, as General Manager, who can transmit his powers of representation of the company to any person based on a simple power of attorney.

The President of the Board of Directors and/or the General Manager may conclude in the name and on behalf of the company any legal acts, including sale or purchase of movable or immovable property, contracting loans, banking operations of any kind, payments, opening bank accounts, setting up guarantees, etc. within the limits provided by the applicable legislation and/or based on special powers not revoked given by the General Meeting to the Board and/or the Director General.

During the period when, for any reason, the President of the Board of Directors, who is also the General Manager of the company, cannot fulfill his duties, he may be replaced by another executive director of the company, appointed by decision of the President of the Board / General Manager.

The President of the Board of Directors, the General Manager and/or the Board of Directors may conclude any act that is related to the management of the company, within the limits of the powers established for each by this Constitutive Act, the applicable legislation, the decisions of the General Meeting and/or those of the Board of Directors.

The President of the Board of Directors, the General Manager and/or the Board of Directors may delegate any of their duties and authorities to any employee of the Company or to a third party in accordance with the provisions of the Romanian laws in force, by power of attorney concluded under private signature (no authentic form being required). The provisions of Article 792 et seq. of the Civil Code are not applicable in legal relations related to the management of the company.

The Board of Directors shall have the following core competencies, which may not be delegated to Directors:

- a) establishing the main directions of activity and development of the company;
- b) establishing the accounting and financial control system and approving the financial planning;
- c) electing, from among its members, the President of the board of directors;
- d) appointment and revocation of the General Manager of the Company;
- e) appointing and dismissing executive directors, determining their remuneration and duties;
- f) control of the activity of executive directors;

g) preparing the annual report, organizing the general meeting of shareholders and implementing its decisions;

h) submission of the application for the opening of insolvency proceedings of the company, according to Law nr. 85/2014 on insolvency prevention and insolvency procedures, as subsequently amended and supplemented;

i) approves the change of the company's headquarters, the modification of the company's object of activity except for the field and main activity of the company, the establishment or closure of secondary offices: branches, agencies, representative offices or other such units without legal personality;

j) approves the report of the Remuneration Committee and submits it to the shareholders' vote according to the law.

Other duties of the Board of Directors are:

a) approves the acts of acquisition, alienation, exchange or guarantee of certain assets from the category of fixed assets of the company, whose value does not exceed, individually or cumulatively, during a financial year, 20% of the total fixed assets, less receivables;

b) approves leases of tangible assets, for a period of more than one year, whose individual or cumulative value towards the same counterparty or persons involved or acting in concert does not exceed 20% of the value of the total fixed assets, less receivables at the date of conclusion of the legal act, as well as associations for a period of more than one year, not exceeding the same value;

c) establishes marketing tactics and strategy;

d) approves the conclusion or termination of contracts and other legal acts in the name and on behalf of the company according to the law and this Constitutive Act;

e) submit annually to the general meeting of shareholders, no later than 4 months from the end of the financial year, the report on the company's activity, annual financial statements, as well as the draft activity program and the draft budget of the company for the current year; makes proposals in the general meeting for the distribution of net profit and distribution of dividends;

f) establish the company's policy regarding financing, resources and interest rates; establishes the competences and level of contracting current bank loans, commercial credits and guarantees; approves the contracting of long-term bank loans, including external ones, for amounts not exceeding, individually or cumulatively, during a financial year, 20% of total fixed assets, less receivables;

g) draws up the structure of the company's income and expenditure budget, investments and major repairs;

h) regulate the operation of the company; approves the organizational structure of the company; establishes the number of positions, as well as the norm for setting up functional and production departments; establishes functions, duties, responsibilities and structural rules;

j) submits to the General Meeting proposals for amending the constitutive act;

k) submit to the General Meeting proposals for increasing or decreasing the share capital;

l) submit to the General Meeting proposals for the issuance of shares, bonds and other securities, as well as on the manner of offering them on the financial market(s);

m) solves any other issues established by the general meeting of shareholders, as well as any other aspects regarding the current activity of the company;

n) decides on the association with or without legal personality of the company with other natural or legal persons, Romanian or foreign;

o) ensures the implementation of the continuous information activity of investors provided by the applicable legislation;

In order to adopt decisions relating to the company's activity within the limits of the powers granted, the Board of Directors shall meet whenever necessary, but at least once every three months.

For the validity of the decisions of the Board of Directors, the personal presence of at least half of the number of directors shall be required. Decisions shall be taken by a majority vote of the members present.

Members of the Board of Directors may be represented at the meetings only by other members; a present member may represent only one absent member.

Participation in the meetings of the Management Board may also take place by teleconference/electronic means of distance communication.

If the incumbent President of the Board of Directors is unable or prohibited from voting, the other members may elect a meeting president with the same rights as the incumbent President.

In exceptional cases, justified by the urgency of the situation and the interest of the company, decisions of the board of directors may be taken by unanimous written vote of the members, without the need for a meeting of the board of directors.

Minutes shall be drawn up at each meeting of the Board, which shall include the names of the participants, the order of deliberations, the decisions taken, the number of votes cast and separate opinions. The minutes are signed by the President of the meeting and by at least one other administrator/executive director and will be recorded in the register of minutes of the Board of Directors, kept in electronic format and archived by the company.

The General Manager of the Company (regardless of whether this position is cumulated with that of President of the Board) ensures the day-to-day management and representation of the Company, having full powers in this regard, including those mentioned above for the President of the Board of which he exercises as General Manager, except for the exclusive powers exercised by the Board of Directors of the Company. The General Manager is obliged to make available to shareholders and financial auditor, upon their request, all company documents.

The executive directors of the Company are responsible for taking all measures related to the management of the company, within the limits of the company's object of activity and respecting the exclusive powers reserved by law or by the Constitutive Act to the General Manager, the Board of Directors and the General Meeting of Shareholders.

xix. Art. 19. - Financial auditors shall have the following wording

The financial statements of the company will be verified and certified by the financial auditor appointed by the General Meeting of Shareholders and with whom the Company will conclude a specific service contract.

xx. Art. 21. - The company's staff shall have the following wording:

The company's staff is employed by the company's general manager.

The rights and obligations of the company's personnel are established by the collective labor agreement and the individual employment contract, according to the Labor Code and job description. The salary grid for the company's personnel is an annex to the collective labor agreement and is drawn up in compliance with the minimum salary limit provided by law.

The payment of salaries, taxes and social security shall be made according to the law.

xxi. Articles 22 and 23 shall be deleted

xxii. Art. 24, as a result of the renumbering of Art 22. - The calculation and distribution of profit para 4 and 5 shall be deleted and replaced by the following:

The participation of shareholders in the profits and losses of the company established under the law is proportional to their participation in the share capital of the Company and within the limit of the subscribed capital.

xxiii. Art. 27 – as a result of the renumbering of Art 25- - The dissolution of the company shall have the following wording:



The dissolution of the company takes place under the conditions and for the causes provided by the applicable law.

xxiv. Art 29 is erased.

xxv. Art. 30 will have the following wording:

The provisions of this Articles of Association shall be supplemented by the legal provisions relating to companies and to the specific provisions relating to the capital market on which the company's shares are traded.

As a result of these amendments, the Articles of Association of the company will be updated under the conditions of Article 204 of Law 31/1990.

2. Approval of the extension for a new period of 12 months, respectively 06.2025, of the credit line granted by Banca Transilvania S.A. Cluj Napoca – Militari Bucharest Branch (currently Bucharest West), in accordance with Credit Agreement no. 186/24.06.2009 and subsequent addenda, including related guarantees;
3. Approval of the extension for a new period of 12 months, respectively 08.2025, of the credit line granted by BRD-GSG-Militari Branch in accordance with Credit Agreement no. 103 Bis/28.04.2006 and subsequent addenda, including related guarantees;
4. Approval of the empowerment of the Board of Directors of the Company to decide and sign (through its President), with full powers, on behalf of the Company, acts related to the termination, extension and/or modification of any credit agreements concluded by the Company with credit institutions or non-banking financial institutions as well as for the conclusion of other credit agreements by the Company with credit institutions or non-banking financial institutions, provided that the existing credit ceiling (principal amount borrowed) at the date of this Decision remains within the limit of the credit limit. The Board of Admissions is also empowered to negotiate and approve such operations on the best commercial terms for the Company, including, but not limited to, lifting and/or modifying and/or constituting, as the case may be, collateral in rem or personal, movable or immovable matters, the President of the Board of Directors being empowered, as the legal representative of the Company, to sign in the name and on behalf of the Company the legal acts thus negotiated and approved on the basis of this decision by the Board of Directors of the Company.
5. Approval of the registration date that serves to identify the shareholders affected by the resolution of the extraordinary general meeting of shareholders, proposing in this regard the date of 24.05.2024;
6. Establishing the date of 23.05.2024 as "ex date", the calendar date from which the shares of TURBOMECANICA S.A., object of the Decision of the Extraordinary General Meeting of Shareholders, are traded without the rights deriving from that decision;
7. Empowering the President of the Board of Directors to sign the minutes and resolution of the extraordinary general meeting of shareholders and the updated Articles of Association and of the company's legal adviser to complete the formalities necessary for the registration of the request for mentions with the Trade Register Office and the publication of the decision of the extraordinary general meeting of shareholders in the Official Gazette, Part IV.

If at the first call the legal conditions for representation are not met, the ordinary general meeting and the extraordinary general meeting shall be convened again on 30.04.2024, hours 11.00 a.m., respectively hours 11.30 a.m. in the same place, with the same agenda.

Only persons registered as shareholders on **15.04.2024**, which is *the reference date* of the meeting, according to the records issued by Depozitarul Central S.A., can participate and vote in the general meeting.

Shareholders registered on the reference date may participate in the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who have been granted a special or general power of attorney, under the conditions of art. 105 para 19 of Law nr. 24/2017 on issuers of financial instruments and market operations.

The minimum content of the special power of attorney shall comply with Art. 201 of Regulation no. 5/2018 issued by ASF. The special power of attorney model, in Romanian and English, can be obtained from the company's headquarters or can be downloaded from the website <https://turbomecanica.ro/adunarea-general-a-actionarilor/> starting with 29.03.2024.

Shareholders may grant a general power of attorney valid for a period not exceeding 3 years, allowing its representative to vote in all matters debated at the general meetings of shareholders of one or more companies identified in the power of attorney, including disposition acts, provided that the power of attorney is granted by the shareholder, as a customer, to an intermediary defined in accordance with the provisions of Law nr. 24/2017 on issuers of financial instruments and market operations, or to a lawyer.

Shareholders may not be represented in the general meeting of shareholders on the basis of a general power of attorney by a person who is in a situation of conflict of interest which may arise in particular in one of the following cases:

- a) is a majority shareholder of the company or another entity controlled by that shareholder;
- b) is a member of an administrative, management or supervisory body of the company, of a majority shareholder or of a controlled entity, as referred to in letter a);
- c) is an employee or auditor of the company or of a controlling shareholder or controlled entity as referred to in subparagraph (a);
- d) is the spouse, relative or affinity up to and including the fourth degree of one of the natural persons referred to in letters a) to c).

The proxy may not be substituted by another person. If the authorized person is a legal person, it may exercise the mandate received through any person belonging to the administrative or management body or among its employees.

The deadline for submitting power of attorney is 26.04.2024 at 11.00 hours. A copy of the general power of attorney / power of attorney, including the mention of compliance with the original under the signature of the representative (in Romanian or English), accompanied by a copy of the identity document or registration certificate of the represented shareholder, will be submitted to the company's headquarters in Bucharest, Bd Iuliu Maniu nr. 244 sector 6 or can be sent by e-mail with electronic signature extended to [office@turbomecanica.ro](mailto:office@turbomecanica.ro). Certified copies of powers of attorney are retained by the company, mentioning this in the minutes of the general meeting.

Shareholders may empower a credit institution providing custody services on the basis of a special power of attorney drawn up in accordance with Regulation No. 5/2018 and signed by the respective shareholder which will be accompanied by a declaration on own responsibility given by the credit institution that received the power of representation through the special power of attorney, stating that:

- i) the credit institution provides custody services for that shareholder;
- ii) the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder;
- iii) the special power of attorney is signed by the shareholder.

The special power of attorney and the above-mentioned declaration must be submitted to the headquarters in Bucharest, Bd Iuliu Maniu no. 244 sector 6, in original, signed and, where appropriate, stamped, or can be sent by e-mail with the electronic signature extended to [office@turbomecanica.ro](mailto:office@turbomecanica.ro).

Shareholders registered on the reference date in the shareholders' register have the possibility to vote by correspondence, before the Ordinary or Extraordinary General Meeting of Shareholders, by using the postal voting form in Romanian or English. The postal voting form, signed in original or bearing the extended electronic signature, together with the copy of the identity document or shareholder registration certificate, will be sent to the company in original at its headquarters until 26.04.2024, 11.00 hours. According to art. 105 para. 20 of Law nr. 24/2017, if a shareholder who has cast his vote by correspondence participates personally or by representative at the general meeting, the postal vote expressed for that general meeting will be annulled, being taken into account only the vote expressed personally or by proxy.

In accordance with the provisions of Article 105 paragraph 23 index 3 of Law nr. 24/2017, the abstention position adopted by a shareholder on items on the agenda of the general meeting of shareholders does not represent a vote cast.

In the case of shareholders who are legal persons, the status of legal representative shall be proved by a certificate issued by the Trade Register, presented in original or true copy of the original or any other document, in original or in true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, certifying the status of legal representative. The documents certifying the quality of legal representative of the legal person shareholder will be issued no later than 3 months before 29.03.2024.

Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation, made by an authorized translator, into Romanian or English, without any additional formalities.

The documents, materials regarding the agenda, the draft decision and the postal voting form, available in Romanian and English, will be made available to shareholders for consultation and, if necessary, completed in accordance with the provisions of art. 117 para. 6 of Law nr. 31/1990, starting with 29.03.2024, at 10.00, at the Company's headquarters, at the Company's Secretariat, on working days, as well as on the company's website, <https://turbomecanica.ro/adunarea-general-a-actionarilor/>.

Information on the name, domicile and professional qualification of the persons proposed for the position of director will be made available to shareholders and can be consulted and completed by them starting with 29.03.2024. Any applications for the position of director can be submitted no later than 08.04.2024 and will be accompanied by curriculum vitae and documents attesting the professional qualification of the person applying for the position of director.

Shareholders who individually or jointly hold at least 5% of the share capital have the right to:

- (i) to introduce new items on the agenda of the Ordinary/Extraordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the General Meeting; And
- (ii) to submit draft resolutions for items included or proposed to be included on the agenda of the general meeting.

These rights can be exercised in writing until 11.04.2024.

The shareholders of the company may ask questions in writing regarding the items on the agenda, which will be submitted at the company's headquarters or by email to [the](mailto:office@turbomecanica.ro)

[zaira.bamberger@turbomecanica.ro](mailto:zaira.bamberger@turbomecanica.ro) address together with copies of documents that allow the identification of the shareholder until 26.04.2024 at 11.00 hours.

**Eng. RADU VIEHMANN**

**President of the Board of Directors**