SOCIETATEA
"MECANICA CEAHLAU" 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 Nº 5/2018 of ASF

Report date: 25/11/2025

Issuing entity: Mecanica Ceahlău SA

Registered Office: Municipality of Piatra Neamt, Str. Dumbravei, Nº 6

Phone/Fax: 0233/211104; 0233/216069

Unique Code of Registration with the Office of the Register of Commerce: 2045262

Register of Commerce Incorporation Nº: J1991000008271

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 Extraordinary and Ordinary General Meeting of the Shareholder is hereby convened for the 29/30 December 2025

The Board of Directors of Mecanica Ceahlău S.A. (the "Company"), headquartered in Piatra Neamț, 6 Dumbravei Street, Neamț County, registered with the Trade Register under no. J19/1000/0008271, unique registration code 2045262, in accordance with the provisions of Law no. 31/1990 on companies, Law no. 24/2017 on issuers of financial instruments and market operations, and the Articles of Association,

CONVENES

the Extraordinary General Meeting of Shareholders (EGMS) on December 29, 2025, at 11:00 a.m., and

the Ordinary General Meeting of Shareholders (OGMS) on December 29, 2025, at 12:00 p.m.

The meetings of the General Assemblies of Shareholders will take place at the registered office of Mecanica Ceahlău S.A., located in Piatra Neamț, 6 Dumbravei Street, Neamț County.

The share capital of the Company consists of 239,908,460 registered shares, dematerialized and indivisible, each with a nominal value of RON 0.10, and each share confers the right to one vote within the General Meetings of Shareholders.

Entitled to participate and vote in the Extraordinary and Ordinary General Meetings of Shareholders are only those shareholders registered in the Company's Shareholders' Register, kept by Depozitarul Central S.A., at the end of the day of **December 15, 2025**, established as the record date.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

1. Election of the secretariat of the EGMS from among the Company's shareholders, in accordance with the provisions of Article 129, paragraph (2) of Law no. 31/1990 on companies.
2. Approval of the sale of the asset, owned by the Company, located in Piatra Neamț, Dumbravei Street no. 6, Neamț County, with a total area of 65,462 sqm, consisting of three plots, identified as follows:

• **Intravilan land** with a total area of 12,723 sqm, land use category "yards–constructions", together with the buildings erected thereon, identified with cadastral number **53993**, registered in Land Book no. **53993** of Piatra Neamț;

• **Intravilan land** with a total area of 40,686 sqm, land use category "yards–constructions", together with the buildings erected thereon, identified with cadastral number **57199**, registered in Land Book no. **57199** of Piatra Neamț;

• **Intravilan land** with a total area of 12,053 sqm, land use category "yards–constructions", together with the buildings erected thereon, identified with cadastral number **57206**, registered in Land Book no. **57206** of Piatra Neamț.

3. Approval of the minimum sale price of the asset described under item 2.

4. Approval of mandating the Board of Directors to establish the sale procedure of the asset, negotiate the price and the documents related to the transaction, implement the resolutions of the Extraordinary General Meeting of Shareholders, and empower the General Manager to sign the transaction documents, including any other documents necessary for completing the sale of the asset, under the conditions established by the Board of Directors.

5. Mandating the Board of Directors and each of its members individually to implement the resolutions adopted by the Extraordinary General Meeting of Shareholders. Empowering the Chief Executive Officer, with the right of substitution, to carry out all legal procedures and formalities and to sign all necessary documents for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, including the formalities for publication and registration with the Trade Register.

6. Approval of 29.01.2026 (ex-date 28.01.2026) as the record date for identifying the shareholders affected by the resolutions adopted by the Extraordinary General Meeting of Shareholders.

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

1. Election of the secretariat of the OGMS from among the Company's shareholders, in accordance with the provisions of Article 129, paragraph (2) of Law no. 31/1990 on companies.
2. Approval of the main activity directions and of the Revenue and Expenditure Budget (BVC) for the year 2026.
3. Approval of the appointment of **Ernst & Young Assurance Services S.R.L.**, having its registered office in Bucharest, 15–17 Ion Mihalache Blvd., Bucharest Tower Center Building, 21st floor, District 1, registered with the Trade Registry under no. J1999005964400, sole identification code 11909783, as the Company's financial auditor, for a 2-year mandate, starting from 1 January 2026

until 31 December 2027, taking note of the expiry of the mandate of the current financial auditor, **Deloitte Audit S.R.L.**

4. Approval of the audit contract to be concluded with the financial auditor during its mandate for a duration of 2 years, with the continuation of the contractual relationship until the completion of the audit of the financial statements for the financial year ended 31 December 2027.
5. Mandating the Board of Directors and each of its members individually to implement the resolutions adopted by the Ordinary General Meeting of Shareholders. Empowering the Chief Executive Officer, with the right of substitution, to carry out all legal procedures and formalities and to sign all necessary documents for the implementation of the resolutions of the Ordinary General Meeting of Shareholders, including the formalities for publication and registration with the Trade Register.
6. Approval of 29.01.2026 (ex-date 28.01.2026) as the record date for identifying the shareholders affected by the resolutions adopted by the Ordinary General Meeting of Shareholders.

Shareholders' right to participate in general meetings of shareholders

The access of shareholders to the General Meetings is made by simple proof of their identity, made in the case of individual shareholders with their identity card, and in the case of legal entity shareholders and represented individual shareholders, with a special or general proxy given to the individual representing them.

The special proxy is granted by the shareholder to a person and contains specific voting instructions from the issuing shareholder for each item on the agenda.

The shareholder may appoint a single representative and an alternate representative in cases where the appointed representative is unable to fulfil his mandate. A shareholder is allowed to grant a Special Power of Attorney to a single representative.

The Special Power of Attorney shall be drawn up, in Roman or English, in three original copies (one for the company, one for the principal and one for the proxy holder).

Special powers of attorney in original, accompanied by a photocopy of the identity card or registration certificate of the represented shareholder and a photocopy of the identity card or registration certificate of the representative, shall be submitted or transmitted at the company's registered office on working days between 09:00 – 16:00 or sent as an electronic document with an extended electronic signature, in accordance with Law no. 214/2024 on electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - 27.12.2025 at 15:00.

Representation of shareholders at the General Meeting by other persons may also be made on the basis of a **general power of attorney**, accompanied by the Affidavit of the intermediary's legal representative (defined in Art. 2 para. (1) item 19 of Law no. 24/2017) or the lawyer who has received the power of representation under the applicable legal conditions.

The general power of attorney is granted by the shareholder for the entire holding on the reference date and shall be deposited with the Company in copy, bearing a reference to the original under the signature of the representative. General Powers of Attorney shall be submitted or transmitted, together with a photocopy of the identity card or registration certificate of the represented shareholder and a photocopy of the identity card or registration certificate of the representative shall be submitted or transmitted, at the Company's registered office on working days, between 09:00 – 16:00 or as an electronic document with an extended electronic signature, in accordance with Law no. 214/2024 on electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - 27.12.2025 at 15:00.

Shareholders registered on the record date (**15.12.2025**) in the register of shareholders have the possibility to vote by correspondence before the General Meeting of Shareholders by using the postal voting form.

The postal voting forms in original, written in Romanian or in English, together with the copy of the identity card or registration certificate of the shareholder shall be submitted or transmitted, at the company's registered office on working days, between 09:00 – 16:00 or sent as an electronic document with an extended electronic signature, in accordance with Law no. 214/2024 on electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, by the deadline - 27.12.2025 at 15:00

Information, materials and documents relating to the items on the agenda, draft resolutions, will be made available to shareholders at the company's headquarters and on its website www.mecanicaceahlau.ro from 28.11.2025 in both Romanian and English.

The special proxy forms and the postal voting form will be made available to shareholders at the company's headquarters and on its website www.mecanicaceahlau.ro starting on **28.11.2025**, in both Romanian and English.

One or more shareholders representing, individually or jointly, at least 5% of the Company's share capital, may exercise the rights provided under Article 105 (3) of Law no. 24/2017 on issuers of financial instruments and market operations, as well as Articles 189 and 199 of the ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, correlated with the provisions of Article 117[1] of Law no. 31/1990 on companies, **only in writing, within 15 days** from the date of publication of the convening notice, by submitting the original documents at the Company's registered office or by sending them electronically signed with an extended electronic signature, by e-mail to asistent.manager@mecanicaceahlau.ro, in accordance with Law no. 214/2024 on electronic signature. Such requests must be accompanied by a justification and/or a draft resolution proposed for adoption by the General Meeting of Shareholders.

Shareholders may exercise their rights provided under Articles 198–199 of ASF Regulation no. 5/2018 until 27 December 2025, at 15:00.

Shareholders' questions shall be submitted in writing, by filing the original documents at the Company's headquarters, or by sending them with an extended electronic signature via e-mail to **asistent.manager@mecanicaceahlau.ro** (in accordance with Law no. 214/2024 on electronic signatures).

In the event that, at the first convening, the legal and statutory quorum required for holding the Extraordinary and Ordinary General Meetings of Shareholders is not met, the subsequent meetings of the Extraordinary and Ordinary General Meetings of Shareholders shall take place on **30.12.2025**, with the same agenda, at the same location and at the same time.

Additional information may be obtained at the Company's registered office, by telephone at +40 233 211 104, extension 117, or by e-mail at asistent.manager@mecanicaceahlau.ro

Chairman of the Board of Directors

Trifa Aurelian-Mircea-Radu