Aleea Campul Mosilor, nr. 5
Birou Pa 6SC, etaj 1
Sector 2, Bucuresti
Tel.: 0736.302.030
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CURRENT REPORT

Current report according to	The provisions of Law no 24/2017 and FSA Regulation 5/2018
Date of the report	16.07.2026
Name of the issuer	CASA DE BUCOVINA – CLUB DE MUNTE S.A.
Headquarters	Bucharest, Aleea Campul Mosilor no. 5, office Pa 6SC, 1st floor, sector 2
Phone no	+40.736.302.030
Sole Registration Code	10376500
Registration Number with the Trade Register	J1998000718333
Subscribed and paid-in share capital	16.231.941,2 lei
Main features of the issued securities	162.319.412 shares, with a face value of 0,1 lei/share
Regulated market on which the securities are traded	Bucharest Stock Exchange
LEI code	2549003JCE4UBBB88S53

Important event to report:

The Board of Administrators of Casa de Bucovina – Club de Munte S.A., has decided during its meeting held on July 16, 2026 to convene the Extraordinary General Shareholders Meeting for the date August 20/21, 2026.

We present below the convening of the EGSM.

CONVENING NOTICE
FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF CASA DE BUCOVINA - CLUB DE MUNTE S.A.

Casa de Bucovina – Club de Munte S.A., with Trade Registry number J1998000718333 and unique registration code (CUI) 10376500, with its headquarters in Bucharest, 5 Aleea Campul Mosilor, Office Pa 6SC, 1st floor, Sector 2 (“the company”), through its Board of Administrators,

In accordance with the Companies Act No. 31/1990, as republished (“Act No. 31/1990”), Act No. 126/2018 on financial instrument markets (“Act No. 126/2018”), Act No. 24/ 2017 on issuers of financial instruments and market operations, as republished (“Law No. 24/2017”), FSA Regulation No. 5/2018 on issuers of financial instruments and market operations (“Regulation No. 5/2018”), and the Company’s Articles of Incorporation

Convenes

The Extraordinary General Meeting of Shareholders of Casa de Bucovina – Club de Munte S.A. to be held on August 20, 2026, at 12:00 p.m. at the company’s headquarters (“the meeting”/“EGSM”).

Only shareholders registered in the company’s shareholder registry as of the close of business on August 10, 2026 - designated as the “reference date” - are entitled to attend and vote at the meeting. This reference date will remain valid even if the general meeting is reconvened due to failure to meet the legal or statutory requirements for holding the meeting. If the legal and statutory conditions for holding the meeting on the date of the first call are not met, a new meeting shall be called for August 21, 2026, at the same time, in the same place, and with the same agenda.

The agenda for the company's Extraordinary General Meeting of Shareholders is as follows:

1. The election of the secretary of the meeting, namely the shareholder Longshield Investment Group S.A., represented by a proxy whose identification information is available at the company’s headquarters, who will prepare the minutes of the meeting and count the votes cast by the shareholders at the meeting.

2. Approval of the Merger Project regarding the absorption by Bucur S.A., as the absorbing company, of the following companies:

a. Casa de Bucovina – Club de Munte S.A., headquartered in Bucharest, 5 Aleea Campul Mosilor, Office Pa 6SC, 1st Floor, Sector 2, registered with the Trade Registry Office under No. J1998000718333, with unique registration code 10376500, a company admitted to trading on the main segment of the Bucharest Stock Exchange as the acquired company, and

b. Semrom Oltenia S.A., headquartered in Bucharest, 5 Aleea Campul Mosilor, Obor Central Market, Office 5SC, 1st Floor, Sector 2, registered with the Trade Registry Office under No. J2024012484405, with unique registration code 10610146, a company admitted to trading on the Aero Standard Multilateral Trading System, in its capacity as the acquired company.

As a result of the merger:
- The acquiring company, Bucur S.A., will assume in full the assets of the acquired companies, along with all their rights and obligations, as they stand on the Merger Date, including, but not limited to, the related movable and immovable property as listed in the land registry extracts.
Casa de Bucovina – Club de Munte S.A. will cease to exist, losing its legal personality, and will be dissolved without liquidation, after which it will be struck from the Trade Registry, while Bucur S.A. will continue to exist in its current legal form;
- The shareholders of the absorbed company, Casa de Bucovina – Club de Munte S.A., will receive, in accordance with the Merger Project: 0.2478530541 shares of Bucur S.A. for every 2.3245021585 shares of Casa de Bucovina – Club de Munte S.A., or 1 share of Bucur S.A. for every 9.3785495891 shares of Casa de Bucovina – Club de Munte S.A.

3. Approval of the merger by absorption of the companies Casa de Bucovina – Club de Munte S.A. and Semrom Oltenia S.A. by the absorbing company Bucur S.A., pursuant to Art. 238, para. (1)(a) of Law No. 31/1990 on Companies, as republished, with subsequent amendments and additions, based on the Merger Project dated July 2, 2026, as reviewed by the Independent Expert appointed by CMF CONSULTING S.A. and as set forth in the Written Report to Shareholders prepared by the appointed Independent Expert, the merger is to take effect as of December 7, 2026, in accordance with the provisions of Article 249, paragraph (1)(b) of Law No. 31/1990 on companies.

4. The dissolution without liquidation of Casa de Bucovina – Club de Munte S.A., its removal from the Trade Registry, and the delisting of its shares, as a result of the merger by absorption.

5. Approval of the price at which fractional shares are compensated based on the share exchange ratio for shares in the absorbed company, Casa de Bucovina – Club de Munte S.A., in shares issued by the acquiring company Bucur S.A., to be paid by Bucur S.A. through Banca Comerciala Romana S.A., acting as paying agent, with the price of one Bucur S.A. share being 1.0887 RON per share, in accordance with Article 91, paragraphs (4) and (5) of Law No. 24/2017.

6. Setting the payment date for the payment of the shares resulting from the conversion ratio of the shares of the absorbed company, Casa de Bucovina – Club de Munte S.A., into shares issued by the acquiring company, Bucur S.A., and for the payment of shares due to the shareholders of Casa de Bucovina – Club de Munte S.A. as a result of the merger with Bucur S.A., as follows:

- December 8, 2026, as the Payment Date, in accordance with the provisions of Article (2)(h) and Article 178(4) of FSA Regulation No. 5/2018, being the date on which the shares due to the shareholders of Casa de Bucovina – Club de Munte S.A. as a result of the merger with Bucur S. A. will appear in the shareholders' accounts, and
- December 16, 2026, as the Payment Date calculated in accordance with the provisions of Article 178(1) of FSA Regulation No. 5/2018, for the payment of the price at which the fractional shares resulting from the application of the merger-specific algorithm are compensated.

7. Approval of December 7, 2026, as the Registration Date in accordance with the provisions of Article 87(1) of Law No. 24/2017, and of December 4, 2026, as the Ex-Date, as defined in FSA Regulation No. 5/2018. On the registration date, the merger will take effect in accordance with the provisions of Article 249(1)(b) of Law No. 31/1990 on companies.

8. Approval of the authorization of Mr. Dinu Petre-Florian, Chairman of the Board of Administrators and General Manager of the company, with the option to appoint a substitute, to execute and/or sign on behalf of and for the account of the company all documents and to carry out all legal formalities for the implementation, registration, publicity, enforceability, execution, and publication of this resolution with the Trade Registry Office attached to the Bucharest Tribunal, the Official Gazette of Romania, Part IV, the Financial Supervisory Authority, the Bucharest Stock Exchange S.A., the Central Depository S.A., and wherever else necessary.

Shareholders of the company who are registered in the Shareholders' Register maintained by Depozitarul Central S.A. as of the close of business on August 10, 2026 - which is considered the reference date - are entitled to attend and vote at the General Meeting of Shareholders.

Shareholders representing, individually or collectively, at least 5% of the share capital have the right:
a) to add items to the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting; and/or
b) to submit draft resolutions for items included or proposed for inclusion on the agenda of the general meeting.
Shareholders may exercise the rights set forth in subparagraphs (a) and (b) in writing, no later than 15 days from the date of publication of the notice of meeting, i.e., by August 3, 2026, inclusive.

Requests submitted to exercise the aforementioned rights must include, as applicable, the following statement clearly written in capital letters: "*FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON AUGUST 20/21, 2026*," and shall be submitted:
1. by mail or courier service, to the address of Casa de Bucovina - Club de Munte S.A. in Bucharest, 5 Aleea Campul Mosilor, Office Pa 6SC, 1st floor, Sector 2 - in original form;
2. by email, to the address office@casadebucovina.ro, in .pdf format, with the requesting shareholder's qualified electronic signature - based on a qualified certificate or an advanced electronic signature created with an electronic signature certificate issued by a public authority or institution in Romania or by a qualified trust service provider - embedded, attached, or logically associated, in compliance with the conditions set forth in Law No. 214/2024 on the use of electronic signatures, time stamps, and the provision of trust services based on them.

For proposals to amend the agenda to be considered valid, they must be accompanied by:
i. proof of shareholder status - in original form (a statement of account issued by the Central Depository or, as the case may be, by participants providing custody services, showing shareholder status and the number of shares held), as well as;
ii. relevant documentation evidencing the signatory's status as the legal representative of the applicant, in accordance with the following identification rules:

a) For individual shareholders, a copy of the identity document, certified as a true copy of the original (with the notation "true copy of the original" followed by a handwritten signature), is required.
In the case of individual shareholders who lack legal capacity to act, the following must be submitted:
i. a copy of the identity document of the individual acting as legal representative;
ii. a copy of the document proving the legal representative's status.
Both of the above-mentioned documents must be certified with the notation "true copy of the original," followed by the legal representative's handwritten signature;

b) for Romanian legal entity shareholders:
i. a copy of the legal representative's identification document, certified as a true copy of the original (by the notation "true copy of the original," followed by the legal representative's handwritten signature);
ii. the status of legal representative will be verified in the shareholders' register maintained by the Central Depository as of the reference date. If the information in the shareholders' register maintained by the Central Depository as of the reference date does not allow for the identification of the legal representative of the Romanian legal entity shareholder, identification may be made on the basis of a certificate of registration issued by the National Trade Registry Office, either in original or as a certified copy, or on the basis of any other document serving a similar purpose, in original or as a certified copy, issued by a competent Romanian authority. Documents certifying the status of legal representative must have been issued no more than 3 months prior to the date of publication of the notice convening the meeting;

c) for foreign corporate shareholders:
i. a copy of the legal representative's identification document, certified as a true copy of the original (with the notation "true copy of the original," followed by a handwritten signature);
ii. the status of legal representative of the foreign corporate entity will be verified in the shareholders' register maintained by the Central Depository as of the reference date. If the information in the shareholders' register maintained by the Central Depository as of the reference date does not allow for the identification of the legal representative of the foreign legal entity shareholder, identification may be made based on a document serving a similar purpose to the certificate of incorporation issued by the National Trade Registry Office, either in the original or as a certified copy bearing the notation "true copy of the original" in English, followed by a handwritten signature, issued by the competent authority of the country in which the shareholder is legally registered, certifying the status of legal representative. Documents certifying the status of legal representative must have been issued no more than 3 months prior to the date of publication of the notice convening the meeting;

d) for shareholders that are entities without legal personality:
i. a copy of the legal representative's identification document, certified as a true copy of the original (by the notation "true copy of the original," followed by a handwritten signature);
ii. the status of legal representative will be verified in the shareholder register maintained by the Central Depository as of the reference date. If the information in the shareholders' register maintained by the Central Depository as of the reference date does not allow for the identification of the legal representative of a shareholder that is an entity without legal personality, this status may be proven based on other documents certifying the status of legal representative, issued by the competent authority, or any other document certifying this status, in accordance with legal provisions.

If the documents referred to in point ii), subparagraphs a) through d), are drawn up in a foreign language other than English, they must be accompanied by a translation into Romanian or English prepared by a certified translator.

If the application is signed by a shareholder's agent other than the legal representative, the following documents must also be submitted:

- the document by which he was authorized or empowered for this purpose, either the original or a certified copy bearing the notation “true copy of the original”;
- a copy of the representative’s or authorized agent’s identification document, certified as a true copy of the original (by the notation “true copy of the original,” followed by a handwritten signature).

Each shareholder has the right to submit questions regarding the items on the agenda of the general meeting no later than August 18, 2026, at 12:00 p.m. for the Extraordinary General Meeting of Shareholders. Questions must be submitted in writing via one of the methods specified above (mail, courier, email). The company is obligated to respond to questions submitted by shareholders. The right to ask questions and the obligation to respond are subject to the ability to identify shareholders in accordance with the identification rules set forth above, the proper conduct and preparation of the general meeting, and the protection of the company’s confidentiality and commercial interests. The company may provide a general response to questions with the same content. A response is considered to have been provided if the relevant information is available on the company’s website in a question-and-answer format.

Informational materials, special power-of-attorney forms, mail-in ballots, draft resolutions of the meeting, and the procedure for exercising voting rights shall be made available to shareholders at least 30 days prior to the date of the general meeting, in accordance with Article 188, paragraph (1) of FSA Regulation No. 5/2018.

The documents mentioned above will be made available to shareholders at the company’s headquarters in Bucharest, 5 Aleea Campul Mosilor, Office Pa 6SC, 1st Floor, Sector 2, every day from Monday through Thursday, between 9:00 a.m. and 4:00 p.m., or they may be viewed or downloaded from the company’s website: www.casadebucovina.ro, Shareholders - Documents 2026 - Extraordinary General Shareholders’ Meeting August 20/21, 2026.

Shareholders may request, in writing, copies of these documents for a fee of 0.1 lei per page. This right shall be exercised in accordance with the submission requirements and the shareholder identification procedure set forth in this Notice of Meeting.

Shareholders listed in the shareholders’ register as of the reference date may participate and vote at the general meeting in person or may be represented by persons other than shareholders, in accordance with the provisions of Article 105, paragraphs (10) through (13) of Law No. 24/2017; alternatively, they may cast their votes by mail.

Individual shareholders entitled to attend the meeting may do so upon presentation of their original identification document as proof of identity.

Shareholders that are legal entities, entities without legal personality, and individuals who lack legal capacity shall participate in the meeting through their legal representative, based on documents certifying the status of legal representative, in accordance with the identification rules set forth above.

Shareholders may be represented at the general meeting by means of a special or general power of attorney.

A special power of attorney may be granted to any person for representation at a single general meeting and must contain specific voting instructions from the issuing shareholder, clearly specifying the voting choice for each item on the agenda of the general meeting. In this situation, the provisions of Article 125(5) of Law No. 31/1990 do not apply. If, during the general meeting of shareholders, items not included on the published agenda are discussed in accordance with legal provisions, the proxy holder may vote on them in accordance with the interests of the shareholder being represented.

The special power of attorney form must be completed in 3 (three) copies: one copy must be submitted at the company’s headquarters or sent by mail, courier, or electronically - accompanied by an extended electronic signature - to the email address: office@casadebucovina.ro, no later than August 18, 2026, at 12:00 p.m., for the Extraordinary General Meeting of Shareholders; one copy will be given to the proxy, and the third copy will remain with the represented shareholder.

In the case of shareholders who are unable to exercise their rights, the special power of attorney form shall be signed by their legal representative. The identification of a representative who is a natural person shall be based on their identification document, and the identification of the legal representative of a legal entity shall be based on the document certifying that status, in accordance with the identification rules.

Shareholders may grant a general power of attorney valid for a period not exceeding 3 years, authorizing their representative to vote on all matters under consideration at the general meetings of shareholders of one or more companies identified in the power of attorney, including with respect to acts of disposition, provided that the power of attorney is granted by the shareholder, in his or her capacity as a client, to an intermediary as defined in Article 2(1)(19) of Law No. 24/2017, or to an attorney.

Powers of attorney must be submitted to the company 48 hours before the meeting, prior to their first use, in the form of a copy bearing the notation "true copy of the original" and signed by the representative. Certified copies of the powers of attorney are retained by the company, and this fact is noted in the minutes of the general meeting.

Shareholders may not be represented at the general meeting of shareholders on the basis of a general power of attorney granted to a person who is in a conflict of interest, in accordance with the provisions of Article 105(15) of Law No. 24/2017.

The proxy holder may not be replaced by another person unless this right has been expressly granted by the shareholder in the power of attorney. If the proxy holder is a legal entity, it may exercise the mandate received through any person who is a member of its administrative or management body or one of its employees. The provisions of this paragraph do not affect the shareholder's right to designate, by power of attorney, one or more alternate proxies to represent them at the general meeting, in accordance with the regulations issued by the FSA in application of these provisions.

Only proxy forms submitted to the headquarters of Casa de Bucovina – Club de Munte S.A., as well as electronic notifications designating representatives, received no later than August 18, 2026, at 12:00 p.m., for the Extraordinary General Meeting of Shareholders will be considered.

Shareholders may vote at the Meeting or by mail.
Completed, signed, and, where applicable, stamped ballots may be sent to the headquarters of Casa de Bucovina – Club de Munte S.A. using one of the methods specified in this notice of meeting, namely:
1. by mail or courier service, sent in an envelope marked "*Correspondence vote for the Extraordinary General Meeting of Shareholders, August 20/21, 2026*" to the address of Casa de Bucovina – Club de Munte S.A.;
2. by email, as an electronic means, to the address office@casadebucovina.ro, in .pdf format with the requesting shareholder's qualified electronic signature - based on a qualified certificate or an advanced electronic signature created with an electronic signature certificate issued by a public authority or institution in Romania or by a trusted service provider - embedded, attached, or logically associated, in compliance with the conditions set forth in Law No. 214/2024 on the use of electronic signatures, time stamps, and the provision of trust services based on them.

Ballots must be accompanied by documents that allow for the identification of shareholders and their legal representatives, in accordance with the identification rules specified in this notice of meeting. Only mail-in ballots received by 12:00 p.m. on August 18, 2026, for the Extraordinary General Meeting of Shareholders will be considered. If a shareholder who cast a vote by mail attends the general meeting in person or through a representative, the vote by mail cast for that general meeting is void, and only the vote cast in person or through a representative will be considered. If the person representing the shareholder in person at the general meeting is different from the person who signed the absentee ballot by hand or electronically, then, for the vote to be valid, that person must present a written revocation of the absentee vote at the meeting. The revocation must be signed by the shareholder or by the representative who signed the absentee ballot. This is not required if the shareholder or the shareholder's legal representative is present at the general meeting.

CASA DE BUCOVINA – CLUB DE MUNTE S.A.
Petre-Florian Dinu
General Manager and President of the Board of Administrators