CURRENT REPORT
according to the provisions of Law 24/2017 and ASF Regulation no. 5/2018

Name of the issuing entity: **BUCUR S.A.**
Registered office: **Bucharest, str. Vișinilor, nr.25, sector 2**
Telephone/fax number: **021 323.67.30; 021 323.67.36**
Unique registration code: **RO 1584234**
Trade Register serial number: **J1991000392402**
Subscribed and paid-up share capital: **RON 8,327,559.4**
CNVM issuing code: **27235**
Position in the CNVM register: **3469**
The regulated market on which the securities issued are traded:
BVB Regulated Market – Standard Category

Important event to report:

Decision of the Board of Directors of BUCUR S.A. dated 16.07.2026 regarding the convening of the Extraordinary General Meeting of Shareholders of BUCUR S.A. for August 20/21, 2026.

CONVENING NOTICE
for the Extraordinary General Meeting of Shareholders
BUCUR S.A.

The Board of Directors of BUCUR S.A., meeting on **16.07.2026,** pursuant to Companies Law no. 31/1990, republished ("Law no. 31/1990"), of Law no. 126/2018 on markets in financial instruments ("Law no. 126/2018"), of Law no. 24/2017 on issuers of financial instruments and market operations, republished ("Law no. 24/2017"), of the ASF Regulation no. 5/2018 on issuers of financial instruments and market operations ("Regulation no. 5/2018") and the Company's Articles of Association:

CONVOCATION

The Extraordinary General Meeting of Shareholders ("EGMS") for **20.08.2026, at 11:00 a.m**., at the address in Bucharest, 25 Vișinilor Street, Sector 2, at which all the shareholders of the Company registered in the Register of Shareholders drawn up by the Central Depository for the end of **10.08.2026 have the right to participate and vote**, **considered a reference date**.

In case of non-meeting of the legal and statutory quorum conditions at the first call, a new EGMS meeting is convened for **21.08.2026**, at the same time, in the same place and with the same agenda. The reference date for shareholders' participation in voting at the second call of the EGMS is **10.08.2026**.

The Extraordinary General Meeting of Shareholders will have the following AGENDA:

1. **Approval of the Merger Project** regarding the absorption by **BUCUR S.A., as Absorbing Company,** of the following companies:

i. **Casa de Bucovina - Club de Munte - S.A**. headquartered in Bucharest, Aleea Câmpul Moșilor, No. 5, office Pa 6SC, Floor 1, Sector 2, having a unique registration code 10376500, registered at the Trade Register Office under no. J1998000718333, a company admitted to trading on the main segment of the Bucharest Stock Exchange, **as an Absorbed Company,** and

ii. **Semrom Oltenia – S.A.** headquartered in 5 Aleea Câmpul Moșilor Street, Obor Central Halls, 1st Floor, Office 5SC, Sector 2, Bucharest, having a unique registration code 10610146, registered at the Trade Register Office under no. J2024012484405, a company admitted to trading on the Aero Standard Multilateral Trading System, as an **Absorbed Company**.

As a result of the merger:

- The absorbing company **Bucur S.A. will take over** the entire patrimony of the absorbed companies with all the rights and obligations they have, in the state in which they are at the Date of the Merger, including, but not limited to, the movable and immovable assets related to them according to the land book extracts. **Casa de Bucovina - Club de Munte - S.A**. and **Semrom Oltenia – S.A**. will cease to exist by losing their legal personality and will be dissolved without liquidation, to be deleted from the Trade Register, 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, according to the merger project, - **0.2478530541** shares of **Bucur S.A.** for **2,3245021585** shares **Casa de Bucovina - Club de Munte - S.A.** , respectively **1** share **of Bucur S.A.** for **9.3785495891 shares Casa de Bucovina - Club de Munte - S.A.**
- The shareholders of the absorbed company **Semrom Oltenia – S.A.** will receive, according to the merger project**, 1.6439514042** shares **of Bucur S.A.** for **2.3245021585** shares **of Semrom Oltenia – S.A.**, respectively **1** share **of Bucur S.A.** for **1.4139725496** shares of **Semrom Oltenia – S.A.**

2. Approval of the merger by absorption by the absorbing company **Bucur S.A.** of the absorbed companies **Casa de Bucovina - Club de Munte - S.A**. and **Semrom Oltenia - S.A**., pursuant to art. 238 para. (1) letter a) of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, based on the Merger Project dated 02.07.2026, as examined by the appointed independent expert **CMF CONSULTING S.A.** and as it results from the written report for shareholders prepared by the appointed independent expert, the merger will take effect starting with 07.12.2026 in accordance with the provisions of art. 249, paragraph 1, letter b) of the Companies Law 31/1990.

3. Approval of the increase of the share capital of the absorbing company Bucur SA from the amount of **RON 8,327,559.4** to the amount of **RON 10,846,079.2** by issuing a number of **25,185,198** new, registered, dematerialized shares, with a nominal value of RON 0.1/share, which will be allocated to the shareholders of the absorbed companies, proportional to their holdings in the share capital of the absorbed companies, according to the exchange ratio established by merger project.

4. Approval of the corresponding amendment of art. 6 - Share capital of the Articles of Incorporation of the absorbing company Bucur S.A., as a result of the increase of the share capital which will have the following content:
"Art.6 Share capital

*6.1. The subscribed and paid-up share capital is RON **10,846,079.2** , representing 108,460,792 shares with a nominal value of RON 0.10/shares"*

5. Approval of the price at which the fractions of shares are compensated as a result of the exchange rate of the shares within the absorbed companies **Casa de Bucovina - Club de Munte - S.A**. and **Semrom Oltenia – S.A**. in shares issued by the absorbing company BUCUR S.A., which will be paid by Bucur S.A. through the bank Banca Comercială Romanian S.A., as payment agent, the price of one Bucur S.A. share being RON 1.0887/share, in accordance with art. 91, paragraphs 4) and 5) of Law 24/2017.

6. Establishing the date of payment in order to pay the fractions resulting from the conversion rate of the shares of the absorbed companies into shares issued by the absorbing company and for the payment of the shares due to the shareholders **of Casa de Bucovina - Club de Munte - S.A**. and **Semrom Oltenia – S.A**. as a result of the merger with BUCUR SA, as follows:

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

7. Empowering the Board of Directors to develop the payment procedure for the payment of the fractions resulting from the conversion rate of the shares of the companies absorbed by Bucur S.A., in this case **Casa de Bucovina - Club de Munte - S.A**. and **Semrom Oltenia – S.A**. The Board of Directors will also be empowered to fulfill all the formalities necessary to fulfill the payment of the fractions resulting from the conversion rate of the shares of the companies absorbed by Bucur SA.

8. Approval of the mandate of Mr. Ștefan Andrei Gabriel, General Manager of Bucur S.A., with the possibility of substitution, to perform and/or sign in the name and on behalf of the company all the documents and to carry out all the legal formalities for the implementation, registration, publicity, enforceability, execution and publication of this Decision at the ORCTB, Official Gazette of Romania, Part IV, ASF, BVB and wherever necessary.

9. Approval of the date of **07.12.2026** as the registration date for the identification of the shareholders on whom the effects of the EGMS resolutions are reflected. The approval of **04.12.2026** as the "*ex date*" date, in accordance with the provisions of art. 2, para. 2, letter l) of ASF Regulation no. 5/2018. On the date of registration, the merger will take effect in accordance with the provisions of art. 249, paragraph 1, letter b) of Law 31/1990 on companies.

At the General Meeting of Shareholders, the shareholders of the Company registered in the Shareholders' Register kept by "DEPOZITARUL CENTRAL S.A.", at the end of **10.08.2026**, considered **the reference date**, are entitled to participate and vote.

Shareholders representing, individually or jointly, at least 5% of the share capital have the right:

a) to introduce items on the agenda of the General Assembly, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the General Assembly; and/or
b) to present draft decisions for the items included or proposed to be included on the agenda of the General Assembly.

Shareholders may exercise their rights provided for in letters a) and b), in writing, within no more than 15 days from the date of publication of the convening notice, respectively until **03.08.2026,** inclusive.

The applications drawn up in order to exercise the above-mentioned rights will necessarily include, as the case may be, the mention clearly written in capital letters: "**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 20/21.08.2026",** and will be sent:

1. by mail or courier services, at the address of BUCUR S.A. in Bucharest, 25 Vișinilor Street, sector 2, - *in original*;
2. by e-mail, to office@bucurcom.ro address, in *.pdf format*, having incorporated, attached or logically associated the qualified signature based on a qualified certificate or with an advanced electronic signature of the requesting shareholder created with a certificate for electronic signature issued by a public authority or institution in Romania or by a qualified trust service provider, in compliance with the conditions provided by Law no. 214/2024.

In order for the proposals to complete the agenda to be considered valid, it is mandatory that they be accompanied by:

- **i.** proof of shareholder status – in original (*account statement issued by the Central Depository or, as the case may be, by the participants providing custody services, from which the shareholder status and the number of shares held*) results, as well as;
- **ii.** the relevant documentation showing the quality of legal representative of the signatory of the application, according to the following identification rules:

a) **For shareholders who are natural persons** , a copy of the identity document is required, certified according to the original (by the mention " *according to the original* " followed by the handwritten signature).

In the case of shareholders who are natural persons without legal capacity to exercise, the following will be presented:

- copy of the identity document of the natural person who has the capacity of legal representative;
- copy of the act/document proving the quality of legal representative.

Both documents mentioned above will be certified by the mention "*according to the original*", followed by the handwritten signature of the legal representative;

b) **For Romanian legal entity shareholders:**

i. copy of the identity document of the legal representative, certified according to the original (by the mention "*according to the original*", followed by the handwritten signature of the legal representative);

ii. the quality of legal representative will be verified in the Register of Shareholders kept by the Central Depository for the reference date. If the information in the register of shareholders kept by the Central Depository on the reference date does not allow the identification of the legal representative of the shareholder who is a Romanian legal person, the identification may be made on the basis of a certificate issued by the National Trade Register Office, in original or a true copy of the original, or on the basis of any other document with a similar role, in the original or in a true copy of the original, issued by a competent Romanian authority. The documents attesting to the quality of legal representative must be issued no more than 3 months before the date of publication of the convening notice of the meeting.

c) **For shareholders of foreign legal entities:**

i. copy of the identity document of the legal representative, certified according to the original (by the mention " *according to the original* ", followed by the handwritten signature);

ii. the quality of legal representative of the foreign legal entity will be verified in the register of shareholders drawn up by the Central Depository for the reference date. If the information in the register of shareholders drawn up by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder who is a foreign legal entity, the identification may be made on the basis of a document with a role similar to the certificate of ascertainment issued by the National Trade Register Office, in original or in a true copy of the original, by mentioning "*according to the* original" in English, followed by the handwritten signature, issued by the competent authority of the State in which the shareholder is legally registered, attesting to the quality of legal representative. The documents certifying the quality of legal representative must be issued no more than 3 months before the date of publication of the convening notice of the meeting;

d) for shareholders such as bodies without legal personality:

i. copy of the identity document of the legal representative, certified according to the original (by the mention "*according to the original*", followed by the handwritten signature);

ii. the quality of legal representative will be verified in the register of shareholders drawn up by the Central Depository for the reference date. If the information in the register of shareholders drawn up by the Central Depository for the reference date does not allow the identification of the legal representative of the shareholder of the type of entities without legal personality, this quality can be proven on the basis of other documents attesting to the quality of legal representative, issued by the competent authority or any other document attesting to this capacity, in accordance with the legal provisions.

If the documents referred to in points ii), letters a) to d), are drawn up in a foreign language, other than English, they will be accompanied by a translation into Romanian or English made by an authorized translator.

If the application is signed by a representative of the shareholder, other than the legal representative, the following documents will also be submitted:

- the act by which he/she was mandated/empowered in this regard, in original or certified copy with the mention " *according to the original*";
- copy of the identity document of the representative/proxy, certified according to the original (by the mention "*according to the original*", followed by the handwritten signature).

Each shareholder has the right to ask questions regarding the items on the agenda of the general meeting, no later than **18.08.2026, 11.00 a.m. for the EGMS.** Questions will be sent, in writing, by one of the methods provided above (mail, courier, email). The company has the obligation to answer the questions asked by the shareholders. The right to ask questions and the obligation to answer are conditional on the possibility of identifying shareholders, according to the identification rules presented above, on the proper conduct and preparation of the general meeting and on the protection of the confidentiality and commercial interests of the company. The Society can formulate a general answer to questions with the same content. An answer is deemed to be given if the relevant information is available on the company's website in question-and-answer format.

The informative materials, the special proxy forms, the postal ballot papers, the draft decisions of the meeting, as well as the Procedure for exercising the right to vote will be made available to the shareholders at least 30 days before the date of the general meeting, according to art. 188 paragraph 1 of the ASF Regulation 5/2018.

The above-mentioned documents will be made available to shareholders at the company's headquarters in Bucharest, 25 Vișinilor Street, Sector 2, every day, from Monday to Thursday, between 09:00 – 16:00, respectively they can also be consulted/downloaded from the company's website: *www.bucurcom.ro, Shareholders' Meeting-General Meetings section - EGMS - 20/21.08.2026.*

Shareholders may request, in writing, copies of these documents, for an amount of 0.1 lei/page. The exercise of this right will be done in compliance with the methods of transmission and the procedure for identifying the shareholders mentioned in this Convening Notice.

The shareholders registered in the register of shareholders on the reference date may participate and vote in the Ordinary General Meeting directly or may also be represented by persons other than the shareholders, in accordance with the provisions of art. 105 para. 10 - 13 of Law 24/2017, respectively they can exercise their vote by correspondence.

The access of individual shareholders entitled to participate in the Meeting is allowed by the simple proof of their identity, made with the identity document, presented in original.

Shareholders of legal persons, entities without legal personality as well as individuals without the capacity to exercise participate in the meeting through their legal representative, based on the documents attesting to the quality of legal representative, according to the identification rules presented above.

Shareholders may be represented at the general meeting on the basis of a special or general power of attorney.

The special power of attorney may be granted to any person for representation in a single general meeting and shall contain specific voting instructions from the issuing shareholder, with a clear indication of the voting option for each item on the agenda of the general meeting. In this situation, the provisions of art. 125 para. (5) of Law no. 31/1990 are not applicable. In the event of discussion at the general meeting of shareholders, in accordance with the legal provisions, of items not included on the published agenda, the proxy may vote on them according to the interest of the represented shareholder.

The special power of attorney form will be completed in 3 (*three*) copies: one of the copies will be submitted to the company's headquarters or sent, by mail, courier or electronically accompanied by the electronic signature to the email address: office@bucurcom.ro, no later than **18.08.2026, 11.00 a.m., for the EGMS,** one copy will be handed over to the authorized person and the third copy will remain with the represented shareholder.
In the case of shareholders without the capacity to exercise, the special power of attorney form is signed by their legal representative. The identification of the natural person representative will be made on the basis of the identity document, and of the legal representative of the legal entity on the basis of the document attesting to this quality, according to the identification rules.

The shareholders may grant a general power of attorney valid for a period not exceeding 3 years, allowing its representative to vote on all matters under discussion at the general meetings of shareholders of one or more companies identified in the power of attorney, including with regard to acts of disposition, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary defined according to art. 2, para. 1, item 19 of Law no. 24/2017, or to a lawyer.
The powers of attorney, before their first use, shall be submitted to the company 48 hours before the meeting, in copy, including the mention of conformity with the original, under the signature of the representative. Certified copies of the powers of attorney are retained by the company, mentioning it in the minutes of the general meeting.

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, in accordance with the provisions of art. 105 para. 15 of Law 24/2017.

The proxy may not be substituted by another person unless this right has been expressly conferred on him by the shareholder in the power of attorney. Provided that the empowered person is a legal person, it may exercise the mandate received through any person who is part of its administrative or management body or among its employees. The provisions of this paragraph shall not affect the shareholder's right to designate by proxy one or more alternate representatives, who will ensure his representation at the general meeting, in accordance with the regulations issued by the A.S.F. in application of these provisions.

Only the proxy forms submitted to the headquarters of BUCUR S.A., as well as the electronic notifications of appointment of representatives, received no later than **18.08.2026, 11.00 a.m., for the EGMS, will be taken into account.**
Shareholders can also vote at the Meeting by correspondence.
The completed, signed and, as the case may be, stamped ballot papers may be sent to the headquarters of Bucur S.A. by one of the methods specified in this convening notice, namely:

1. by mail or courier services, sent in an envelope that will bear the mention "**voting by correspondence EGMS 20/21.08.2026**" at the address of BUCUR S.A. in Bucharest, Str. Vișinilor nr. 25, sector 2;
2. by e-mail, as an electronic means, to office@bucurcom.ro address, in .pdf format, having incorporated, attached or logically associated the qualified electronic signature of the applicant shareholder based on a qualified certificate or with an advanced electronic

signature created with a certificate for electronic signature issued by a public authority or institution in Romania or by a qualified trust service provider, in compliance with the conditions provided by Law no. 214/2024.

The ballot papers will be accompanied by documents that allow the identification of the shareholders and their legal representatives in compliance with the identification rules specified in this convening notice. Only the postal ballots received until **18.08.2026, 11.00 a.m., for the EGMS will be considered.** In the event that the shareholder who cast his vote by correspondence participates in person or through a representative at the general meeting, the vote by correspondence cast for that general meeting is cancelled and only the vote cast in person or through a representative will be taken into account. If the person who represents the shareholder through personal participation in the general meeting is other than the one who signed the postal ballot paper/electronically, then, for the validity of his vote, he must present at the meeting a written revocation of the vote by correspondence. The revocation must be signed by the shareholder or the representative who signed the ballot by mail. This is not necessary if the shareholder or his legal representative is present at the general meeting.

On the date of the call, the Company's share capital is RON **8,327,559.4** and consists of **83,275,594** ordinary, registered, dematerialized shares, with a nominal value of **RON 0.1/share, each** share giving the right to one vote in the General Meeting.

Bucur S.A.
through the Chairman of the Board of Directors
Hrișcă Bogdan Iustin