



PREBET AIUD S.A.  
Str. Arenei, nr. 10, c.p. 515200, loc. Aiud, jud. Alba, Romania  
Tel: 0258/861.661; 0258/863.350  
E-mail: [office@prebet.ro](mailto:office@prebet.ro)  
Internet: [www.prebet.ro](http://www.prebet.ro)

## The completed notice regarding the Ordinary and Extraordinary General Meetings of Shareholders

PREBET AIUD S.A.

Convened for 28/29 May 2026

The Board of Directors of PREBET AIUD S.A., pursuant to Article 117<sup>1</sup>(1) of Law No. 31/1990, as republished, in conjunction with Article 105(3)(a) (3)(a) of Law No. 24/2017, supplements the agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders, at the request of shareholders holding a stake of more than 5% of the Company's share capital.

At the request of shareholders holding more than 5% of the Company's share capital, the agenda of the Extraordinary General Meeting of Shareholders is supplemented with items 11, 12 and 13.

### I. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (SUPPLEMENTED)

shall have the following

#### AGENDA:

- 1. Approval** of the extension until 31 December 2027 of the mandate regarding the execution of financial investments, initially approved by the EGM Resolution of 29 April 2025, up to a limit of RON 160,000,000. The investment parameters remain unchanged (listed instruments, government securities, unlisted companies); reporting will be carried out on a half-yearly basis by the Board of Directors, in accordance with the information materials.
- 2. Approval** of the Policy on the acquisition of listed and unlisted shares, a document consistent with the mandate under point 1, with a maximum exposure limit of RON 160,000,000. The full text of the policy is available in the information materials.
- 3. Mandating** the Board of Directors to implement points 1 and 2, including the negotiation and signing of all subscription/purchase agreements and related documents, in strict compliance with the Share Acquisition Policy and the legislation on transactions with related parties.
- 4. Authorising** the Board of Directors to exercise shareholder/partner rights in issuers where the Company holds or will acquire shareholdings. The mandate includes exercising voting rights at the AGMs of these companies, appointing/removing representatives and signing the relevant documents.
- 5. Ratification** of the stakes currently held by the Company in Fortalis Holding S.A. (RON 52,543,121.27) and Roca Industry Holdingrock1 S.A. (RON 13,277,314.2), as well as of all legal acts performed by the Board of Directors with a view to acquiring or maintaining them.



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**6. Approval** of the extension for a period of 12 (twelve) months of the validity of the short-term financing limits granted to the Company by BRD – GROUPE SOCIÉTÉ GÉNÉRALE S.A., in its capacity as creditor, as described below, as well as the approval of the maintenance of all security interests and personal guarantees provided in favour of the creditor:

**I. The limit of RON 63,000,000** — granted under Credit Facility Agreement No. 5319/4250/2024 dated 02.07.2024, as amended and supplemented by subsequent addenda, to be used exclusively for the issuance of Bank Guarantees (“BG”).

The following are issued within the credit facility limit:

- a) Advance repayment letters, valid for 60 months from the date of issue;
- b) Performance Guarantees, valid for 120 months from the date of issue.

The Bank Guarantee Letters issued under the credit line guarantee exclusively the Company’s obligations arising from Contract No. CON-23002-SEG-00001 of 06.06.2024, concluded with the Gulermak Agir Sanayi Insaat ve Taahhut A.S. Consortium – Arcada Company S.A. – Gulermak Spółka z Ograniczoną Odpowiedzialnością, represented by the lead partner of the consortium, Gulermak Agir Sanayi Insaat ve Taahhut A.S., through its Bucharest branch, with its registered office at Lambda Med Building, Șoseaua București-Ploiești 7A, 4th floor, Sector 1, Bucharest, registered under no. J40/6604/2021, CUI RO44091833 (hereinafter referred to as the “Gulermak Contract”).

Guarantees provided for the RON 63,000,000 credit facility:

- a) a mortgage on the accounts opened by the Company with the bank, in accordance with Mortgage Agreement No. 5321/4250/2024 of 02.07.2024, with subsequent addenda;
- b) a mortgage on the properties situated in Aiud, 10 Arenei Street, Alba County, registered in Land Registers Nos. 96640, 99949, 99908, 99909, 99876, 99817, 99818, 98905, 99975, 98919, 98920, 98921, 98915, 98916, 98917, 98347, 98511 and 98512, Aiud, pursuant to the Property Mortgage Agreement authenticated under No. 1089/03.07.2024;
- c) a mortgage on present and future claims, with all related accessories and guarantees, arising from the secured contract, in accordance with Mortgage Agreement No. 5320/4250/2024 of 02.07.2024, with subsequent addenda;
- d) a mortgage on the shares held by the Company in Roca Industry Holdingrock1 S.A., CUI 44987869, pursuant to Mortgage Agreement No. 9135/4250/2024 dated 4 October 2024, with subsequent addenda, and in the private equity alternative investment company Roca Investments S.A., CUI 38201915, pursuant to Mortgage Agreement No. 6466/4250/2024 dated 25 July 2024, with subsequent addenda;
- e) a mortgage on the sums received as an advance by the Company under the Gulermak Agreement, in accordance with Mortgage Agreements No. BRDG13096 dated 3 February 2026 and No. BRDG13098 dated 3 February 2026, with subsequent addenda;

Capital social: 25.200.000 lei

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f) Subordination Agreement No. BRDG10812 dated 11 August 2025, entered into between PREBET AIUD S.A., as the company, and ANODIN OPPORTUNITY S.R.L., as the holder, registered with the Trade Register under No. J2022006355122, CUI 46995647, with subsequent addenda;

g) a mortgage on the land purchased with the advance received under the Gulermak Agreement.

II. The RON 30,000,000 credit limit — granted under Credit Agreement No. 75 dated 28 January 2014, as amended and supplemented by subsequent addenda, to be used as follows:

a) Credit line facility, in the amount of RON 4,500,000;

b) Facility for the issuance of Bank Guarantees, in the amount of RON 30,000,000, under which the following may be issued: tender guarantees, advance repayment guarantees, performance guarantees and payment guarantees, multi-currency RON/EUR, maximum maturity 60 months.

Guarantees provided for the RON 30,000,000 credit facility:

a) a mortgage on the accounts opened by the Company with the bank, in accordance with Mortgage Agreement No. 75.1 dated 28 January 2024, with subsequent addenda;

b) a mortgage on the properties situated in Aiud, 10 Arenei Street, Alba County, registered in Land Registers Nos. 96640, 99949, 99908, 99909, 99876, 99817, 99818, 98905, 99975, 98919, 98920, 98921, 98915, 98916, 98917, 98347, 98511 and 98512, Aiud, pursuant to the property mortgage agreements authenticated under nos. 550/18 March 2014, 1355/8 August 2022, 2076/21 December 2022 and 838/23 May 2023;

c) a mortgage on all present and future claims, with all related accessories and guarantees, in accordance with Mortgage Agreement No. 5830/4250/2024 of 15 July 2024;

d) Subordination Agreement No. BRDG10811 dated 11 August 2025, entered into between PREBET AIUD S.A., as the company, and ANODIN OPPORTUNITY S.R.L., as the holder, registered with the Trade Register under No. J2022006355122, CUI 46995647, with subsequent addenda.

**7. Approval** for the Company (as borrower, guarantor or co-debtor) to enter into new short-term and/or medium-term bank credit facilities, up to a maximum cumulative limit of RON 160,000,000 (or equivalent). These will be used for the issuance of Bank Guarantees (tender participation, performance, advance repayment, retention refund, payment), including the provision of related security and personal guarantees. The Board of Directors is authorised to negotiate and sign the documentation, with the obligation to report to shareholders on a half-yearly basis.

**8. Ratification** of Credit Agreement No. 59069 / 06.11.2025 entered into by the Company with GARANTI BANK S.A., concerning the granting of a credit facility to finance current operations (working capital) up to a maximum limit of RON 5,000,000, with a final maturity date of 6 November 2029, as well as the ratification of all guarantee agreements, addenda and transactions carried out in execution thereof.

The Company's obligations are secured by:

a) a guarantee issued by the European Investment Fund (EIF), covering 70% of the facility amount (RON 3,500,000);

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- b) a floating charge over the equipment and machinery owned by the Company, with an agreed value of RON 1,500,000 according to the valuation report prepared by Fair Value;
- c) a floating charge over the credit balances of all current accounts, present and future, opened by the Company with GARANTI BANK S.A.
- 9. Acknowledgement** of a material error in the Company's Extraordinary General Meeting Resolution dated 29 April 2025 and approval of its correction by replacing the erroneous amount of RON 5,200,000 (representing the preliminary net profit for the 2024 financial year) with the correct, final and audited amount of RON 4,800,000, with retroactive effect from the date of adoption of the amended resolution. The financial and accounting consequences of the correction, including the method of distributing the profit approved by the amended resolution, are detailed in the information document made available to shareholders.
- 10. Approval** of the conclusion of loan agreements between PREBET AIUD S.A., as borrower, and its shareholders, as lenders, for a maximum period of 3 (three) years from the date of conclusion of each agreement, the amount to be determined by the Board of Directors in accordance with the company's financing needs, subject to the following essential conditions:
- the loans shall not be repaid in cash; the repayment obligations shall be settled exclusively through conversion into share capital;
  - the amounts borrowed shall constitute a contribution by the shareholders towards the increase in the company's share capital, under the terms and at the valuation parameters to be determined by a subsequent General Meeting of Shareholders, in accordance with the applicable legal procedure;
  - As well as authorising the Board of Directors, within the limits of the essential conditions approved by this resolution, to:
    - (i) negotiate and establish all the individual terms of each loan agreement, including the amount, term (within the maximum term of 3 years), maturity, notification procedures, confidentiality and other customary ancillary clauses;
    - (ii) the signing, on behalf of the Company, by the Chairman of the Board of Directors or by another designated member, of loan agreements, as well as any addenda, declarations, notifications or ancillary documents thereto;
    - (iii) negotiating and signing, on behalf of the Company, any security or personal guarantees ancillary to the loan agreements, to secure the Company's obligations towards the lending shareholders in the event that the conversion into share capital is not completed by the agreed deadline;
    - (iv) completing any formalities, registrations, publications or notifications necessary to carry out the operations approved by this resolution.
- 11.** To authorise the Board of Directors to take all necessary steps, including by casting votes at the AGM of Fortalis Holding SA, so that: (i) the effects of the clauses in Art. 4.3.3(c) and (d) of the Articles of Association of Fortalis Holding SA are not extended beyond 31 December 2028 and (ii) a higher attendance/voting quorum than that provided for in Articles 4.2.2. and Article 4.3.3(a) of the Articles of Association of Fortalis Holding SA, for the adoption of the resolutions of the General Meeting of Shareholders of that company. The mandate thus granted to the Board of Directors is valid until 31 December 2029.

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12. Amendment of the Articles of Association of Prebet Aiud S.A., to add a new paragraph (11) to Article 14, following paragraph (10), which shall read as follows:  
“(11) Until 31 December 2029, Prebet Aiud S.A. may vote at the AGM of Fortalis Holding S.A. exclusively following the prior approval of the Extraordinary General Meeting of Shareholders (EGMS), adopted by a favourable vote of shareholders representing 100% of the share capital of Prebet Aiud S.A., regarding the following matters: (i) casting a vote in favour of extending the effects of the clauses in Article 4.3.3(c) and (d) of the Articles of Association of Fortalis Holding SA beyond 31 December 2028; and (ii) casting a vote in favour of establishing a higher attendance/voting quorum than that provided for in Article 4.2.2. and Article 4.3.3(a) of the Articles of Association of Fortalis Holding SA, for the adoption of the resolutions of the General Meeting of Shareholders of that company. For clarity, Prebet Aiud S.A. shall be entitled to vote at the AGM of Fortalis Holding SA against proposals such as those set out above, as well as on any other matters under normal circumstances, without the need for prior approval by the AGM.”
  
13. **Approval** of the authorisation of Mr Morușan Dan-Liviu, Deputy General Manager, with full powers, to represent the Company for the negotiation, signing and execution of all documents necessary for the implementation of the EGM resolutions (including credit, mortgage, loan, share purchase agreements and addenda). The mandate includes the registration of these in all public registers (RNPM, ONRC, etc.), the signing of the EGM resolution and the updated Articles of Association, as well as representation in dealings with the ASF, the BVB and the Central Depository, with the right to sub-delegate. Pursuant to Article 2.016(3) of the Civil Code, the mandate extends to all acts necessary for its fulfilment and remains in force until full execution or revocation.

## II. THE ORDINARY GENERAL MEETING OF SHAREHOLDERS will have the following

### AGENDA:

1. **Approval** of the Company’s separate annual financial statements for the financial year 2025, prepared in accordance with International Financial Reporting Standards (IFRS), based on the Directors’ Report and the Independent Financial Auditor’s Report.
2. **Approval** of the allocation of the Company’s net profit for the financial year 2025, amounting to RON 3,914,068.47, in accordance with the proposal of the Board of Directors, as follows:
  - a. **0 RON** – statutory reserve, to the extent that this has not reached the ceiling provided for in Article 183 of the Companies Act;
  - b. **RON 3,914,068.47** – other reserves / retained earnings / dividends, as applicable.
3. **Approval** of the discharge of the members of the Board of Directors for their activities during the 2025 financial year.

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4. **Approval** of the Company's Income and Expenditure Budget for the 2026 financial year.
5. **Approval** of the Company's Investment Programme for the financial year 2026, up to a total amount of 16,000,000 LEI, as detailed in the information document made available to shareholders on the Company's website, in accordance with the provisions of Article 12(3)(e) of the Articles of Association. (3)(e) of the Articles of Association.
6. Presentation and submission for approval, by way of an advisory vote, of the Remuneration Report for the 2025 financial year, drawn up in accordance with the provisions of Article 107 of Law No. 24/2017, as republished, on issuers of financial instruments and market operations.
7. **Acknowledgement** that the right to claim payment of unclaimed dividends relating to the financial years for which the limitation period of 3 years from the date set for payment, as provided for in Article 67(5) (5) of the Companies Act, has expired, in the total amount of RON 132,506.65, as well as the approval of the replenishment of the Company's assets with the prescribed amounts.
8. **The finding** of a clerical error in **the AGOA Resolution dated 29 April 2025**, under point 2 regarding the approval of the distribution of net profit, consisting of the entry of the preliminary value of net profit for the 2024 financial year (in the amount of RON 5,257,863.00), in place of the final and audited figure, as well as the approval of the correction of this material error by replacing the erroneous figure with the correct, final and audited figure of RON 4,838,298, with retroactive effect from the date of adoption of the amended resolution. The financial and accounting consequences of the correction, including the allocation of the corrected amount between the statutory reserve and other reserves, are detailed in the information document made available to shareholders.
9. **Election** of the members of the Company's Board of Directors for a term of office of 1 (one) year, in accordance with the provisions of Article 15 of the Articles of Association. The list of candidates (including information on their identity, domicile, professional qualifications and independence criteria) will be made available to shareholders on the Company's website.
10. **Approval** of the extension of the term of office of the Company's financial auditor, **Moldovan & Partners**, a limited liability company with its registered office in Cluj-Napoca, 28 Rarău Street, Cluj County, registered with the Trade Register under No. J12/2388/2014, unique registration code 33470203, for a period of 2 years, namely for the audit of the financial statements for the financial years 2026 and 2027, and authorising the Board of Directors to negotiate and sign the financial audit contract, including the setting of the fee.
11. **Approval** of the following procedural dates for identifying the shareholders affected by the resolutions adopted by the AGOA, in accordance with the provisions of Article 87(1) of Law No. 24/2017 and Regulation No. 5/2018:
  - a) 22 June 2026 as the ex-date;
  - b) 23 June 2026 as the record date;
12. **Approval** of the authorisation of Mr Morușan Dan-Liviu, Deputy General Manager, with full powers and authority, to sign the AGOA resolutions and carry out all legal procedures and formalities necessary for their registration and implementation (including with the Trade Register, the Central Depository, the Financial

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Supervisory Authority and the Bucharest Stock Exchange), with the right to delegate to lawyers or other specialists.

All other aspects of the original notice regarding the procedure and conduct of the AGOA and AGEA remain unchanged.

**The Board of Directors of PREBET AIUD S.A.,**

through Deceanu Liviu - Daniel

Chairman of the Board of Directors

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