

CURRENT REPORT

prepared in accordance with the provisions of the Law no 24/2017 regarding issuers of securities and market operations, as republished and amended, and of ASF Regulation no. 5/2018

Date of report:	20.03.2025
Name of the issuing entity:	MECANICA FINA S.A.
Headquarters:	București, 5-25 Popa Lazar St., 2nd District
Telephone no:	0212520085
Unique registration no.:	655
Serial number in the National Trade Register:	J40/2353/1991
Subscribed and paid-in share capital:	9,264,890 lei
Market:	BSE - Main Regulated Market, Standard
Trading ticker:	MECE

Event to report:

Mecanica Fina S.A. (the "Company") informs investors and other interested parties about the decision of the Board of Directors on March 20, 2025, to convene the Ordinary General Meeting of Shareholders of the Company on April 24, 2025, as the first call, and on April 25, 2025, as the second call, in case the quorum requirements are not met for the first meeting.

Additional information regarding the agenda items of the general meeting, along with the related documents and materials, will be available on the Company's website at ([https://mecanicafina.ro/relatii cu investitorii](https://mecanicafina.ro/relatii-cu-investitorii)) starting March 25, 2025.

For further details regarding attendance and rights to the General Meetings, please contact us at the email address: office@mecanicafina.ro .

The full text of the Notice of Meeting, including the agenda and information regarding the rights of shareholders entitled to participate, is provided below.

CONVENING NOTICE

Pursuant to the provisions of Law no. 31/1990 on companies, the legislation regarding issuers of financial instruments and market operations (Law no. 24/2017, republished, and ASF Regulation no. 5/2018, with subsequent amendments and completions), and in accordance with the provisions of the Articles of Association,

MECANICA FINA S.A., a Romanian legal entity headquartered in Bucharest, District 2, Popa Lazar Street no. 5-25, registered with the Trade Registry Office - Bucharest Tribunal under no. J40/2353/1991, unique registration code 655, through its Board of Directors,

CONVENES

The Ordinary General Meeting of Shareholders (OGMS) on **April 24, 2025, at 10:00 AM (first call) at the company's headquarters** in Bucharest, District 2, Popa Lazar Street no. 5-25, for all shareholders registered in the shareholders' registry kept by Depozitarul Central S.A. as of **April 11, 2025**, which is considered **the Reference Date** for this meeting. If the legal requirements for quorum and validity are not met on the first call, **the second call** will take place on **April 25, 2025, at 10:00 AM, at the same location, with the same agenda and Reference Date.**

Agenda of the Ordinary General Meeting of Shareholders:

1. Presentation, discussion, and approval of the individual and consolidated financial statements for the 2024 financial year, based on the Administrators' Report and the Financial Auditor's Report.
2. Approval of the allocation of the net profit registered by the company in the 2024 financial year to the development fund ("other reserves" account).
3. Approval, based on the presented reports, of the discharge of the administrators for the 2024 financial year.
4. Approval of maintaining the current remuneration policy for the members of the Board of Directors as established by the decision no. 3 of 28.04.2021 of the general meeting of shareholders of the company and fixing the remuneration for each administrator for the financial year 2025 in order to establish a fixed net remuneration of 10.000 lei per month for each director starting with 01.01.2025.
5. Approval, by consultative vote, of the remuneration report of the administrators for the 2024 financial year.

6. Approval of the 2025 budget of revenues and expenses, the activity program, and the investment program, which includes the acquisition of assets and shares/equity interests in other companies and modernization programs for the company's real estate assets, with a maximum credit ceiling for loans, starting 2025, of EUR 10 million, and with the authorization of the Chairman of the Board of Directors – General Director, with the possibility of substitution, to carry out all necessary operations for the implementation of the activity and investment program, to establish credit repayment guarantees, and to represent the company before any authorities or private/public entities for the signing of related documents.
7. Appointment of the financial auditor of the company and determination of the minimum duration of the financial audit contract, with the following proposals:
 - a) Reappointment of TGS Romania Assurance & Advisory Business Services SRL as the company's financial auditor for a new 2-year mandate (from April 30, 2025, to April 30, 2027), headquartered in Bucharest, District 1, Calea Dorobantilor no. 239, 3rd floor, registered with CUI 6641616, trade registry no. J40/26577/1994, and FA91 in the ASPAAS Public Register, represented by Managing Partner Seferis Christodoulos Constandinou, registered under AF1585 in the ASPAAS Public Register;
 - b) Establishment of a 2-year duration for the financial audit contract (2025 and 2026 financial years);
 - c) Authorization of the Chairman of the Board of Directors – General Director to negotiate and sign the audit contract and to update the company's Articles of Association (Article 19(4)) to reflect the new financial auditor's mandate duration.
8. Authorization of the Chairman of the Board of Directors – General Director, with the possibility of substitution, to represent the company in general shareholders' meetings of companies in which it directly or indirectly holds equity stakes and to propose and approve measures necessary for their operation, including loan contracting and guarantee establishment, including guarantees granted by the Parent Company.
9. Approval of the **Record Date** for shareholders affected by the resolutions adopted at the general meeting as **May 16, 2025**, and the **ex-date as May 15, 2025**.
10. Authorization of the General Director, with the possibility of substitution, to sign the resolutions of the general meeting and all necessary documents, including contracts, applications, forms, and other related documents, for the execution and implementation of

the adopted resolutions and to carry out all legal formalities for registration, publication, enforceability, and execution.

Information Regarding Shareholders' Rights to Propose Agenda Items and Raise Questions

One or more shareholders holding at least 5% of the share capital, individually or jointly, have the right to:

- a) Propose new items for the agenda of the General Meeting, provided that each proposal is accompanied by a justification or a draft resolution for adoption.
- b) Submit draft resolutions for the agenda items already included or proposed to be included in the agenda.

These rights may only be exercised in writing within 15 days from the publication of this notice in the Romanian Official Gazette, i.e., **by April 8, 2025**. Requests must be submitted in a sealed envelope at the company's headquarters or sent via courier or email with an attached qualified electronic signature at office@mecanicafina.ro.

If applicable, a revised agenda of the OGMS convened on April 24/25, 2025, amended with the shareholders' proposals submitted in accordance with the provisions of the applicable law and of the present Convening Notice will be published by **April 10, 2025**.

Additionally, any interested shareholder has the right to raise questions regarding the OGMS agenda items, and the company is obliged to respond. Questions should be submitted in writing by **April 8, 2025**, via sealed envelope, courier, or email (with a qualified electronic signature) to office@mecanicafina.ro. Responses will be considered given if the information is published on the company's website: <https://mecanicafina.ro/investitori>.

Information Regarding Shareholders' Participation and Voting Rights

Only shareholders registered in the shareholders' registry as of April 11, 2025 are entitled to participate and vote at the General Meeting, either in person or by proxy, i.e. by legal representatives or other authorized representatives granted with a special power of attorney in accordance with the provisions of art. 105 (2) of Law 24/2017.

Shareholders may also appoint a representative electronically, with notification sent to office@mecanicafina.ro, accompanied by a qualified electronic signature.

Shareholders' access to OGMS is granted upon simple proof of identity. For individual shareholders, this is done by presenting an identity document, while for legal entities and represented individual shareholders, access is granted based on a special power of attorney issued to the individual representing them.

Shareholders can appoint their representative also by electronic means, with the notification of the appointment via email to the address: office@mecanicafina.ro, with an extended qualified electronic signature attached.

Shareholders may vote on the agenda items by correspondence, with completed and signed voting forms sent in a sealed envelope to the company's headquarters or by email (with a qualified electronic signature) to office@mecanicafina.ro by **April 22, 2025, at 10:00 AM**.

Forms for special powers of attorney and correspondence voting will be available at the company's headquarters, during business hours (from 10.00 to 16.00) and on the website www.mecanicafina.ro starting **March 25, 2025**.

The special powers of attorney will be submitted – in their original form at the company's headquarters or by email (with a qualified electronic signature) to office@mecanicafina.ro at least 48 hours before the scheduled date of the General Meeting of Shareholders, i.e., **by April 22, 2025, at 10:00 AM**. One copy will be handed to the representative, one will remain with the company, and the third will remain with the shareholder.

The representation of shareholders at the general meeting by persons other than shareholders may also be carried out based on a general power of attorney (general proxy) valid for a period not exceeding three years, allowing the designated representative to vote on all matters discussed during the general meeting of shareholders, provided that the general power of attorney is granted by the shareholder, in their capacity as a client, to an Intermediary as defined under Article 2, paragraph (1), point 19 of Law no. 24/2017 (republished) or to a lawyer.

General powers of attorney (general proxies) must contain the information provided in Article 202 of ASF Regulation no. 5/2018 and must be submitted to the company or by email (with a qualified electronic signature) to office@mecanicafina.ro 48 hours before the general meeting, i.e., **by April 22, 2025, at 10:00 AM**, in a copy certified as a true copy of the original, signed by the representative. The certified copies of the general powers of attorney (general proxies) will be retained by the company and recorded in the minutes of the general meeting. Shareholders may not be represented at the general meeting of shareholders based on a general power of attorney (general proxy) by a person who is in a situation of conflict of interest, in accordance with the provisions of Article 105 (15) of Law no. 24/2017.

Envelopes sent to the company's headquarters or by email (with a qualified electronic signature) to office@mecanicafina.ro containing special proxies or voting ballots by correspondence and the related documents must be marked with the mention: **"For the Ordinary General Meeting of Shareholders on 24/25.04.2025, at 10:00 AM."** In the case of voting by courier or electronic mail, the voting ballot regarding points 3 and 7 of the agenda of the general meeting must be sent in a separate sealed envelope/email with the mention: **"SECRET VOTE."**

Shareholders who have voted by special proxies or voting ballots by correspondence may change their initial voting option or the method of voting expression, with the last vote cast and registered by April 22, 2025, at 10:00 AM, being considered valid. If a shareholder who has voted by correspondence attends the general meeting in person or through a representative, the correspondence vote will be annulled, and only the vote cast in person or by the representative at the general meeting session will be considered.

Other information

At the time of this notice, the company's share capital is RON 9,264,890.00, consisting of 3,705,956 registered, indivisible, dematerialized shares, each with a nominal value of RON 2.5, granting one voting right per share.

A number of 706 shares, representing 0.019% of the total share capital, are non-voting shares recorded by Depozitarul Central SA as shares belonging to the issuer. These shares remain undistributed following the "pro rata" allocation of shares representing capital increases from reinvested profits from previous years, as approved by resolutions of the General Meeting of Shareholders.

The financial statements, documents, and informational materials, as well as the draft resolutions concerning the matters included on the agenda of the General Meetings of Shareholders, **will be available at the company's headquarters on working days between 10:00 AM – 4:00 PM** and on the company's website www.mecanicafina.ro, starting from **March 25, 2025**.

For further details, shareholders may contact the company by phone at +40 21 252 0085 between 10:00 AM – 4:00 PM on business days or via email at office@mecanicafina.ro.

Chairman of the Board of Directors – General Director
Mollo Sergio