

ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MECANICA FINA S.A.  
RESOLUTION DRAFT FOR THE AGENDA ITEMS

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RESOLUTIONS OF THE ORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS OF THE COMPANY MECANICA FINA SA  
ADOPTED AT THE MEETING OF APRIL 25, 2024

*The Ordinary General Meeting of Shareholders of the company Mecanica Fina SA, legally / statutorily held on 25.04.2024 at the company's headquarters in Bucharest, sector 2, Popa Lazar street no. 5 - 25, attended by shareholders registered in the register of shareholders on the reference date 12.04.2024, holders of a total number of xxx shares representing the same number of votes out of a total number of 3,705. 956 shares with a nominal value of 2.50 lei, i.e. xxx% of the total share capital and xxx% of the total voting rights corresponding to a total of 3,705,250 voting shares,*

**RESOLVES**

*RESOLUTION NO. 1 / 25.04.2024*

*In accordance with Art. 111 (2) lett. „a” of Law 31 / 1990 (The Companies Law), republished, as further ammended, with the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*The Ordinary General Meeting of Shareholders adopts the following resolution:*

*Sole Article. Based on the Annual Report of the Board of Administrators regarding the economic and financial results of the company at the end of 2023, and based on the Report of the Financial Auditor on the financial statements for the financial year 2023,*

*Approves/rejects/modifies the financial statements including the profit&loss statement as of 31.12.2023, as they were presented for analysis to the general meeting.*

*RESOLUTION NO. 2 / 25.04.2024*

*In accordance with Art. 111 (2) lett. „a” of Law 31 / 1990 (The Companies Law), republished, as further ammended, with the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*The Ordinary General Meeting of Shareholders adopts the following resolution:*

*Sole Aarticle. Approves/Rejects the allocation of the profit recorded by the company as of December 31, 2023, in the amount of 2.991.168 lei to the development fund (account 'other reserves'*

#### RESOLUTION NO. 3 / 25.04.2024

*In accordance with Art. 111 (2) lett. „a” of Law 31 / 1990 (The Companies Law), republished, as further ammended and based on the approval of the Annual Administrators Report and of the financial statements for financial year 2023, with the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options), based on secret ballot,*

*The Ordinary General Meeting of Shareholders adopts the following resolution:*

*Sole Article. Approves/Rejects, discharging the administrators from liability for the financial year 2023 and undertaking the responsibility for the financial year 2024.*

#### RESOLUTION No. 4 / 25.04.2024

*In accordance with Art. 111 (2) lett. „a” of Law 31 / 1990 (The Companies Law), republished, as further ammended and based on the approval of the Annual Administrators Report and of the financial statements for financial year 2023, with the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*The Ordinary General Meeting of Shareholders adopts the following resolution:*

*Sole Article. Approves/Rejects the establishing the remuneration of the members of the board of administrators*

*fixarea remuneratiei cuvenite administratorilor pentru anul financiar 2024 at the level established for the previous financial year (2023) by the General Meeting of Shareholders Decision no. 2 dated 26.04.2023, namely a fixed net remuneration in the amount of 10,000 lei per month for each administrator starting from 01.01.2024.*

#### RESOLUTION NO. 5 / 25.04.2024

*According to the provisions of art. 107 of Law 24/2017 on issuers of financial instruments and market operations, with the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*The Ordinary General Meeting of Shareholders adopts the following resolution:*

*Sole Article. Approves/Reject, the remuneration report of the administrators for the financial year 2023, as presented to the shareholders.*

#### RESOLUTION NO. 6 / 25.04.2024

*Based on Art. 111 (2), Let. (e) of the Companies Law (31/1990) republished, as further ammended, and following the analysis of the revenues and expenditure budget for 2024, the program of activity and investment plan as were presented by the Board of Administrators to the General Meeting*

*The Ordinary General Meeting of Shareholders adopts the following resolution:*

*Art. 1. With the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*Approves/rejects, the budget of revenues and expenditures for the financial year 2024 for Mecanica Fina S.A., as was submitted to the analysis of the General Meeting.*

*Art. 2. With the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*Approves/rejects, the activity program and investment plan for the Company, as they were submitted to the analysis of the General Meeting and consisting of acquisitions of shares / equity stakes, acquisitions of assets / real estate (land and buildings), functional conversion works and operations, rehabilitations, modernizations, and renovations for the constructions owned by or entered into the assets / property of the company or for its use.*

*Art. 3. With the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*Approves/rejects Funding the activity and investment program from own sources and from external sources, with a maximum volume of loans that can be contracted through banking and/or non-banking credit institutions (investment loans, loans for current activity financing, refinancing loans, and other credit products offered by them) starting from the year 2024 of 10,000,000 (ten million) euros, the maximum credit limit approved not including loans contracted by the company in previous years and still ongoing at the date of this resolution.*

*Art. 4. With the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*Approves/rejects to mandate the President of the Board and General Manager of the company, for the purpose of implementing the approved activity and investment program, to: (i) select/determine opportunities and partnerships for acquisitions of shares/equity stakes and acquisitions of assets/real estate (land and buildings); (ii) negotiate and conclude/sign, on behalf and for the account of the company, the necessary contracts for acquisitions of shares/equity stakes and acquisitions of assets/real estate; (iii) select banking and/or non-banking credit institutions based on the credit conditions and guarantees offered by them; (iv) negotiate and conclude/sign, on behalf and for the account of the company, loan contracts and related agreements (contracts for real estate and/or movable collateral, other legal forms of guarantee); (v) select real estate and/or movable assets that can be/will be mortgaged to secure the repayment of the loans to be contracted.*

#### **RESOLUTION NO. 7 / 26.04.2023**

*Following the analysis of the proposals presented by the Company's Management at the meeting held on April 25, 2024, regarding the activities of the companies in which the issuer Mecanica Fina SA holds, directly or indirectly, equity interests,*

*With the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options),*

*the ordinary general meeting of shareholders resolves:*

*Sole Article. Approves / Rejects the empowerment of the President of the Board of Directors - General Manager of the company, with the possibility of substitution, to represent the company at the general meetings of shareholders of the companies in which it holds, directly or indirectly, equity interests and to propose and approve the necessary measures for their activities, for contracting loans and establishing repayment guarantees, including through guarantees provided by the parent company, as well as for: (i) negotiating and concluding/signing, on behalf and for the account of the company, contracts for real estate and/or movable collateral and/or other legal forms of guarantee, in compliance with the legal provisions in the field, for loans (investment loans, loans for current activity financing, refinancing loans, other credit*

products) contracted by the companies in which Mecanica Fina SA holds equity interests, (ii) selecting real estate or movable assets belonging to Mecanica Fina SA that can be/will be mortgaged to guarantee the repayment of loans contracted by these companies, and (iii) representing the company at the general meetings of shareholders of the companies in which Mecanica Fina SA holds equity interests for the approval of all necessary resolutions.

#### RESOLUTION NO. 8 / 25.04.2024

*In accordance with the provisions of Article 87 of Law No. 24/2017 regarding financial instrument issuers and market operations, and Article 2, paragraph (2), letter "I" of FSA Regulation No. 5/2018 regarding financial instrument issuers and market operations,*

*With the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options), the ordinary general meeting of shareholders resolves:*

*Sole Article. Approves / Rejects that the record date for shareholders affected by the decisions adopted at the ordinary general meeting of shareholders held on April 25, 2024, be May 16, 2024, and as the "ex-date," May 15, 2024.*

#### RESOLUTION NO. 9 / 25.04.2024

*With the unanimity of the votes of the shareholders present (with xxx% votes in favour, xxx votes against and xxx abstentions) and without recording "abstain" options (with the recording of xxx "abstain" options), the ordinary general meeting of shareholders resolves:*

*Sole Article. Approves/Rejects to mandate the General Manager of the company, with the possibility of substitution, to sign the resolutions of this general meeting as well as all documents, contracts, applications, forms, requests, and similar items adopted/prepared for the purpose and for the execution of the resolutions adopted by the general meeting, in relation to any natural or legal person, private or public, and to perform all legal formalities for the registration, publicity, enforceability, execution/implementation, and publication of said resolutions.*

General Manager (CEO)

Mollo Sergio

*Mandated by the Resolution no. 9/25.04.2024 of the Ordinary General Meeting of Shareholder*