



SPECIAL PROXY FORM *)

for the Ordinary General Meeting of Shareholders of MECANICA FINA SA with headquarters in Bucharest, sector 2, Popa Lazar Street no. 5-25; Trade Register Office: J40/2353/1991, VAT No.: 655 convened for April 25 (26), 2024 (items on the Agenda: 1,2,4,5,6,7,8,9)

Having knowledge of the agenda of the ordinary general meeting of shareholders, the documents, and materials related, and understanding how to use postal voting,

I, the undersigned,, residing at
Street, no., block, staircase, floor, apartment, sector / county, or

(as appropriate) legal entity, headquartered at
Street, no., block, staircase, floor, apartment, sector / county, having the unique registration code and registration number in the trade register / /, legally represented by as

Holder, on the date of April 12, 2024 (reference date), of a total of ordinary, dematerialized shares of MECANICA FINA SA, representing% of the total share capital, granting me the right to a total of votes in the general meeting,

I hereby mandate Mr/Ms, PIN:, holder of ID card, series no., residing at....., str. no., block, staircase, floor....., Apt....., District/County, to represent me in the Ordinary General Meeting of Shareholders of MECANICA FINA SA convened at the company's headquarters in Bucharest, 5-25 Popa Lazar st, 2nd District, at 25.04.2024 10:00 hrs or at 26.04.2024, same hour and same place (the second convening in case the quorum requirements are not met at the first meeting) to exercise my right to vote according to the voting rights pertaining to the shares I hold, for the aforementioned items of the Meeting Agenda, as follows***):

Item 1. Approval, based on the Administrators' Report and the Financial Auditor's Report, of the individual and consolidated annual financial statements for the financial year 2023;

For Against Abstention

Item 2. Approval of the allocation of the net profit obtained by the company in the financial year 2023 to the development fund ("other reserves").

For Against Abstention

*) Shareholders shall prepare / fill in this document, including voting options, in 3 (three) original copies of equal evidentiary force, one of which shall be sent, together with the related documents, to the issuer MECANICA FINA SA, in a sealed envelope marked "For the ordinary general meeting of shareholders on April 25/26, 2024", by April 23, 2024, 10:00 a.m., at the registered office located at str. Popa Lazar, nr. 5-25, sector 2, Bucharest, under the penalty of losing the right to vote in the general meeting through a representative. In the case designating representative via electronic means, the document shall have extended electronic signature and shall be sent, together with the related documents, by the same date and time and under the same penalty, to the email address: office@mecanicafina.ro.

**) One share entitles to one vote at the general meeting in accordance with Article 101(1) of Companies Law no. 31 / 1990; the articles of association of Mecanica Fina SA do not contain any contrary provisions.

***) When establishing / calculating the votes cast, only the options "For" and "Against" shall be counted; marking the option "Abstention" or not marking any option represents an uncast vote; marking more than one option or a different option from the one given by the shareholder to the representative by proxy shall invalidate the vote.

Item 4. Fixing the remuneration due to the administrators for the financial year 2024 at the level set for the previous financial year (2023) by the resolution of the general meeting of shareholders no. 2 dated April 26, 2023, namely a fixed net remuneration of 10,000 lei per month for each administrator starting from January 1, 2024;

For Against Abstention

Item 5. Approval by advisory vote of the remuneration report of the administrators for the financial year 2023;

For Against Abstention

Item 6. Approval of the budget of revenues and expenditures, the activity program, and the investment program for the year 2024 consisting of acquisitions of assets and shares/equity stakes in other companies and programs for the modernization of the company's real estate assets, with the establishment of a maximum credit limit that can be contracted starting from 2024 of 10 million euros and authorizing the President of the Board of Directors - General Manager of the company, with the possibility of substitution, to carry out all the operations necessary for the implementation of the activity program and the investment program, for establishing repayment guarantees for the loans, and for representing the company in front of any authorities and natural or legal persons for the signing of the related documents.

For Against Abstention

Item 7. Approval in principle of the business development strategy for the period 2024-2026 and the related investment plan, consisting of the economic exploitation of the real estate properties owned by the Company in Bucharest, sector 2, through investments in rehabilitation, modernization followed by leasing/selling for the purpose of generating sustainable income and profit for the shareholders of the Company.

For Against Abstention

Item 8. Empowering 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;

For Against Abstention

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****) When establishing / calculating the votes cast, only the options "For" and "Against" shall be counted; marking the option "Abstention" or not marking any option represents an uncast vote; marking more than one option or a different option from the one given by the shareholder to the representative by proxy shall invalidate the vote.*



Item 9. Approval that the record date for shareholders affected by the decisions adopted at the ordinary general meeting of shareholders be May 16, 2024, and as the "ex-date," May 15, 2024.

For Against Abstention

Item 10. Empowering the General Manager of the company, with the possibility of substitution, to sign the resolutions of the 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.

For Against Abstention

Shareholder's Signature/ Representative Signature

Date:

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