

NOTICE FOR ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of REMARUL 16 FEBRUARIE S.A., with the headquarters in Cluj-Napoca, str. Tudor Vladimirescu, nr. 2-4, registered at Trade Registry Cluj under no J12/1591/1992, C.U.I. RO201373, in the meeting from 28 March 2024, called the General Ordinary and Extraordinary Meeting to be held on 29 April 2024 at 11 A.M. and respectively at 12 P.M., at the headquarters of the company, for all the shareholders of the company registered in the Shareholders' register at the reference date 19 April 2024, having the right to participate and vote at the general meetings.

In case of default of quorum at first convocation, OGMS and EGMS will be held in 30 April 2024, at 11 A.M. and respectively at 12 P.M., in the same place, with the following agenda:

O.G.M. S.'s agenda:

1. Presentation and approval of the annual report of the Administrative Council for the financial year 2023 for REMARUL 16 FEBRUARIE S.A., accordingly with ASF Regulation No. 5/ 2018.
2. Approval of the annual financial statements and of the profit and loss account for the financial year 2023 and approval of the distribution of loss to the carried over result.
3. Approval of the financial auditor's report drafted by PAUN MARIANA, financial auditor, fiscal code 33100740, for the financial year 2023.
4. Approval of the income and expenditure and approval of the investment program for the year 2024.
5. Approval of giving discharge to the company's administrators and directors for the activity provided in 2023 and ratification of the contracts closed by the company in 2023.
6. Approval of the remuneration due to the members of the board of directors of the company, starting on 01.05.2024, at the net amount of 5,000 lei/month.
7. Approval of 21.05.2024 as registration date, respectively the date which serves to identify the shareholders who shall be subject of OGMS's decisions, and 20.05.2024 as ex date.
8. Approval of mandating the President of the Administrative Council / the president of the meeting to sign on behalf and for all the shareholders the decisions taken, and any documents required by the adopted decisions to accomplish all the legal formalities to carry out the decisions, without limitation to: publication in the Official Gazette, submit / obtain applications and other documents having as gold the registration / and than to obtain the Decisions at / from ORC Cluj and wherever necessary.

E.G.M.S.'s agenda:

1. Approval of a loan ceiling in the amount of 100,000,000 lei for credits for working capital that remain valid in 2024, for financing production, credits based on invoices, leasing, investment credits, deferrals for the payment of debts to ANAF and suppliers and a ceiling of 75,000,000 lei for bank

guarantee letters, valid for the current financial year and respectively until the approval of the financial statements of the year 2024, and their guarantee by mortgaging immobilized assets, by pledging stocks, fixed assets, shares, invoices or other guarantee funds operating in Romania.

2. Empowering the persons designated by the Administrative Council to sign together, to negotiate / assume and decide in the name and on behalf of the company any contract term (including but not limited to: procedures for reimbursement and credit repayment dates, extension of the credit period, the conversion of the credit coin in another currency coin, the modification of the credit guarantees structure, the establishment of the credit costs, etc.) and to sign in the name and on behalf of the company: (i) the credit/factoring contract/contracts, the mortgage agreements, the real estate/personal security agreement, any addendum to the credit/factoring contract/contracts and to the real estate/personal security agreements, (ii) any new real estate/personal security agreement and any document in connection with the operations regarding the credit facilities granted by the bank.

3. Approval of the sale of some assets up to the book value of 12.000.000 lei, but not limiting itself to, as follows: rolling stock, cars, fixed assets out of service etc.

4. Approval to acquire some fixed assets accordingly with the investment program approved for 2024.

5. Empowering the Administrative Council to conclude partnerships with research bodies in drawing up, contracting and implementing the investment project, allocating the necessary funds and obtaining loans for this purpose, and nominating the persons empowered to sign the application for financing the financing contract and other documents related to access the financing and the implementation of the strategy and the research projects.

6. Approval of the extension until the date of approval of the balance sheet for the financial year 2024, of the effects of AGEA decision no. 1 of 23.08.2023, which approved the increase of the share capital of the company REMARUL BUSINESS CENTER S.R.L., registered at the ORC under no. J12/6274/01.11.2017, CUI 38431051, as well as the participation of the company REMARUL 16 FEBRUARIE S.A. to this increase in the social capital.

7. Approval of the increase in the share capital of the company UZINA DE VAGOANE AIUD SA, registered at the ORC under no. J01/565/2011, CUI 11556290, with the amount of 1,600,027.44 lei, through a cash contribution and the conversion of some receivables into shares, from the amount of 495,700 lei to a maximum amount of 704,690 lei, through the issuance of a number of 83,596 shares new at a subscription price of 19.14 lei/share, of which 2.5 lei represents the nominal value and 16.64 lei/share represents the issue premium.

The total value of the subscriptions will be a maximum of 1,600,027.44 lei, of which 208,990 lei will represent the contribution to the share capital of the company UZINA DE VAGOANE AIUD SA, and 1,391,0337.44 lei will represent the issue premium.

8. The approval that the subscription of the newly issued shares by the shareholders should be done equally by the two shareholders, proportional to their contribution to the increase of the share capital.

9. Approval of the participation of the company REMARUL 16 FEBRUARIE SA in the capital increase of the company UZINA DE VAGOANE AIUD SA through the conversion into shares of a claim in the amount of a maximum of 800,013.72 lei, as well as the approval of the participation of the minority shareholder REMARUL ENGINEERING SRL, registered at the ORC under no. J12/3414/2012, CUI 31041493, to increase the share capital of the company UZINA DE VAGOANE AIUD SA through a cash contribution in the amount of a maximum of 800,013.72 lei.

10. Approval of the share capital of the company UZINA DE VAGOANE AIUD SA resulting from the aforementioned, as follows:

Total share capital in the amount of 704,690 lei divided into 281,876 shares, of which:

- REMARUL 16 FEBRUARIE SA - 240,066 shares, worth 2.5 lei each, in total value of 600,165 lei, representing 85.167% of the share capital;

- REMARUL ENGINEERING SRL – 41,810 shares, worth 2.5 lei each, in total value of 104,525 lei, representing 14.833% of the share capital;

The share of participation in benefits and losses will be directly proportional to the percentage held in the social capital.

11. Approval of the updating of the Constitutive Act of the company UZINA DE VAGOANE AIUD SA, in accordance with the above provisions and its submission to the Trade Registry Office.

12. Approval of the mandate of the board of directors of the company REMARUL 16 FEBRUARIE SA to update the evaluation report of the company UZINA DE VAGOANE AIUD SA on the reference date 31.12.2023, as well as the approval of the preparation by an independent accounting expert of a receivables certification report in order to performing the above operations.

13. Approval of 21.05.2024 as registration date, respectively date which serves to identify the shareholders who shall be subject of EGMS's decisions and 20.05.2024 as ex date.

14. Approval of mandating the President of the Administrative Council / the president of the meeting to sign on behalf and for all the shareholders the decisions taken, and any documents required by the adopted decisions to accomplish all the legal formalities to carry out the decisions, without limitation to: publication in the Official Gazette, submit / obtain applications and other documents having as gold the registration / and than to obtain the Decisions at / from ORC Cluj and wherever necessary.

Shareholders representing, together or individually, at least 5 % of the share capital, are entitled within 15 days from the publication of the notice in The Official Gazette of Romania, to add items on the agenda and to present resolution drafts for the items included or proposed to be included on the agenda. The

shareholders may exercise these rights only in writing and the documents will be transmitted by courier services or by email until 12.04.2024.

Every shareholder is entitled to ask questions to the company regarding the items on the agenda of the meeting until 26.04.2024.

The documents regarding the items included on the agenda, including the voting forms for voting by correspondence, the special powers of attorney, the drafts of the decisions, will be available and may be obtained from the headquarters of the company, or from the website www.remarul.eu, starting with 29 March 2024.

The shareholders may participate personally in the general meeting, may appoint a representative or may vote by correspondence, and they will attest their quality in the conditions and with the documents provided by ASF Regulation no 5/2018. Shareholders' representation may be realised also by other persons than the shareholders, based on special or general powers of attorney.

Special powers of attorney may be granted for representation in the General Assembly and contains specific voting instructions from the shareholder that grants it.

A shareholder may grant a power of attorney valid for a period not exceeding 3 years, allowing its representative to vote on all issues under debate in the general assembly of shareholders of one or more companies identified in the power of attorney, including disposal documents, provided that the authority to be given by the shareholder as a customer, to an intermediate defined in Art. 2 para. (1) pct. 19 of Law no. 24/2017 or to a lawyer.

Special or general powers of attorney will be submitted at the company's headquarters or by electronic means, with an extended electronic signature attached at e_mail: office@remarul.eu until 26 April 2024. Within the same term, the voting forms for voting by correspondence, completed and signed by the shareholder, will be submitted at the company's headquarters, personally or by letter with acknowledgment of receipt, on which is written down the address of the sender /shareholder or by electronic means, with an extended electronic signature attached at e_mail: office@remarul.eu

President of the Board.

Dl. Gigi Gavrila