

## **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 12 September 2024 at 11 A.M. and respectively at 12 A.M., at the headquarters of the company, for all the shareholders of the company registered in the Shareholders' register at the reference date 03 September 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 13 September 2024, at 11 A.M. and respectively at 12 A.M., in the same place, with the following agenda:

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

1. Approval of the addition of the investment program related to the year 2024 in the total amount of 20,389,500 lei, approved according to OGMS decision no. 1/29.04.2024, with a maximum amount of 50,000,000 euros, in order for the company to purchase no more than 50 units of new / used (second-hand) rolling stock. 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.
2. Approval of the date of 02.10.2024 as the "registration date", respectively the date used to identify the shareholders on whom the OGMS decision will be applied and the date of 01.10.2024 as the ex date.
3. Approval of the mandate of the President of the Board of Directors or the President of the meeting to lead 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 goal the registration / and then to obtain the Decisions at / from ORC Cluj and wherever necessary.

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

1. Approval of the addition of the 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, installments for payment of debts to ANAF and suppliers, approved according to EGMS decision no. 1/29.04.2024, with a maximum amount of 250.000.000 lei, in order for the company to purchase no more than 50 units of new / used (second-hand) rolling stock
2. Approval of the date of 02.10.2024 as the "registration date", respectively the date used to identify the shareholders on whom the EGMS decision will be applied and the date of 01.10.2024 as the ex date.

3. Approval of the mandate of the President of the Board of Directors or the President of the meeting to lead 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 goal the registration / and then to obtain the Decisions at / from ORC Cluj and wherever necessary.
4. Approval of the addition of the scheduling schedule and the adjusted restructuring plan of the company REMARUL 16 FEBRUARIE SA, drawn up according to Government Ordinance no. 6 of July 31, 2019 regarding the establishment of tax facilities, initially approved by AGEA REMARUL 16 FEBRUARIE SA decision no. 1 of 30.08.2021, with the amount of 2,261,609.00 lei, as well as the approval of the prudent private creditor test.

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.

Every shareholder is entitled to ask questions to the company regarding the items on the agenda of the meeting until 09.09.2024.

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](http://www.remarul.eu), starting with 12 August 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 09 September 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](mailto:office@remarul.eu)

President of the Board.