



CONVOCAȚION

The Board of Directors of **ALUMIL ROM INDUSTRY S.A.**, a company established in accordance with Romanian legislation, with registered office in Bucharest, Sos. Bucuresti-Ploiesti no. 42-44, Baneasa Business & Technology Park Complex, Building A, Wing A1, ground floor, district 1, registered with the Trade Register Office attached to the Bucharest Court under number J40/8540/1997, CUI 10042631, Tax attribute RO, subscribed and fully paid up share capital RON 6,250,000 (hereinafter referred to as "**ALUMIL**" or "**the Company**"), convenes

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

on 26.04.2024 starting at 11.30 a.m., at ALUMIL headquarters in Sos. Bucuresti-Ploiesti no. 42-44, Baneasa Business & Technology Park Complex, Building A, Wing A1, ground floor, Bucharest, having the following

AGENDA:

1. Approval of the amendment of the Constitutive Act of the Company as follows:
 - a) Article 15.2. shall be replaced by the following:

15.2. The Board of Directors is headed by the President or, in his absence, by any of the Vice-Presidents, having the same rights as the acting President.
 - b) Article 15.8. shall be replaced by the following:

15.8. The members of the Board of Directors, including the President, may delegate the powers of representation and/or decision to the directors of the Company appointed from or outside the Board of Directors. The President of the Board of Directors is entitled to delegate to the General Manager the representation and decision for the Company, within the limits provided by law and by this Constitutive Act.
 - c) Article 18.1. shall be replaced by the following:

18.1. The Board of Directors may delegate the management of the Company to one or more directors, appointing one of them as General Manager. Directors may be appointed from among the members of the board of directors or from outside the company's management body.
 - d) a new Article 18.2 shall be inserted with the following content:

18.2. The Board of Directors delegates the powers of representation and decision for the Company within the limits provided by law and this Constitutive Act to the General Manager who will act as the legal representative of the Company, having in this respect full representation powers of the Company.

(e) the remaining paragraphs of Article 18 shall be renumbered.

f) Article 18.6 (formerly 18.5) shall have the following content:

18.6. The General Manager shall have limited competencies as regards the decisional rights being limited to deeds whose value shall exceed the amount of Euro 10,000 or the equivalent in lei or other currency. Henceforth any decision exceeding this amount shall stand under the competence of the Board of Directors.

The limitation mentioned above does not affect representation deeds, including managing the Company's bank accounts, making (and/or signing) payments, handling cash transactions, conducting foreign exchanges, and issuing payment or guarantee instruments on behalf of the Company and for all its activities, transactions on accounts and/or transactions relating to any use of credit agreements contracted by the Company not being subject to the limit indicated in the previous paragraph. These competencies will be exercised by the General Manager in his capacity as the Company's legal representative. The General Manager may delegate representation to other Directors, or persons employed by the company or from outside, under a valid mandate.

2. Approval of the extension of the Global Operating Ceiling credit facility, in the amount of EUR 2,000,000 contracted from Banca Transilvania SA, for a period of 24 months according to credit agreement no. 2/BWI/2014 and subsequent addenda, maintaining the guarantees already established and maintaining the mandate granted to Mr. Michail Sotiriou, by decision of the Board of Directors no. 03/21.04.2016, for signing all subsequent addenda, necessary for the extension of the credit facility at Banca Transilvania.
3. Approval of granting a mandate to Mr. Marius Ionita, General Manager and member of the Board of Directors of the Company in order to represent the Company with full powers before Banca Transilvania SA, in order to carry out in good conditions the contracted facility (from this banking institution), having the right to sign any additional act(s) subsequent to the credit agreement no. 2/BWI/2014, which may have as object, including, but not limited to, the extension of deadlines, restructuring, rescheduling, diminishing, modifying and supplementing the guarantee structure at the level of the necessary to be guaranteed according to negotiations with the bank, as well as any other documents necessary for the smooth running of the contracted credit facility.
4. Approval of the maintenance in progress and extension of the credit facility in the amount of EUR 1,600,000 contracted by the Company from OTP Bank Romania SA under credit agreement no. 6007/13.03.2014 with subsequent addenda, having as purpose the financing of current expenses as well as the extension with new credit periods, if applicable, with the prior approval of the Bank, until the full fulfilment of contractual obligations, as well as maintaining the guarantees provided for the reimbursement of this facility throughout the contract period.
5. Approval of granting a mandate to Mr. Marius Ionita, General Manager and member of the Board of Directors of the Company, in order to sign all the addenda necessary for the extension approved above, as well as for all subsequent addenda necessary for the extension of the credit facility at OTP Bank Romania SA and the revocation of the mandate granted to Mr. Michail Sotiriou following the revocation of the mandate of President of the Board of Directors and amendments to the Constitutive Act approved in item 1 of the agenda of this Extraordinary General Meeting.

6. Approval of granting a mandate to Mr. Marius Ionita, General Manager and member of the Board of Directors of the Company in order to represent the Company with full powers before OTP Bank Romania SA, in order to carry out in good conditions the contracted facility (from this banking institution), having the right to decide and sign any addendum(s) to the credit agreement no. 6007/13.03.2014 with subsequent addenda, including subsequent extensions, for a period of 4 years/48 months, under the suspensive condition of successive extension of the duration of the Credit identified in item 4 above, for signing the credit agreement(s), guarantee agreements (movable/real estate), all related addenda, promissory notes issued/endorsed/endorsed by the Company, as well as all applications, documents related to the fulfilment of this Decision and/or concern the credit referred to in item 4 hereof. The mandate is also granted for the establishment and notation of prohibitions of alienation, encumbrance, rental, dismantling and joining, construction and demolition, restructuring and arrangement on buildings provided under guarantee. Also, the mandate shall be considered given for any changes that will occur during the loan period mentioned in this decision, regarding the credit and/or guarantee agreement related to them, concluded/to be concluded with OTP BANK ROMANIA SA, such as, but not limited to, the extension of the loan validity period, increases/decreases/restructurings of the loan amount, interest rate increases/decreases, establishment of new guarantees/their replacement or any other changes to the credit and/or guarantee ratio, the mandate being given until the full fulfilment of the contractual obligations.
7. Establishing the date of 08.07.2024 as the "registration date", the date that serves to identify the shareholders on whom the effects of the decision of the Extraordinary General Meeting of Shareholders are reflected;
8. Establishing the date of 05.07.2024 as the "ex date", the calendar date from which the shares of ALUMIL ROM INDUSTRY S.A., object of the Decision of the Extraordinary General Meeting of Shareholders, are traded without the rights deriving from that decision;
9. Mandate of Mr. Marius Ionita, General Manager, member of the Board of Directors, for signing, on behalf of shareholders, the decisions taken during the Extraordinary General Meeting of Shareholders and for carrying out all the formalities required by law for the registration and application of the adopted decisions, as well as for the valid signing, in the name and on behalf of the Company, of any contracts or other legal acts subsequent to these decisions, including the updated Constitutive Act of the Company.

Only persons registered as shareholders on **18.04.2024**, which is *the reference date* of the meeting, according to the records issued by Depozitarul Central S.A., may participate and vote in the general meeting.

Shareholders registered on the reference date may participate in the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who have been granted a special or general power of attorney, under the conditions of art. 105 para 19 of Law nr. 24/2017 on issuers of financial instruments and market operations.

The minimum content of the special power of attorney complies with art. 201 of Regulation no. 5/2018 issued by ASF. The special power of attorney model, in Romanian and English, can be obtained from the company's headquarters or can be downloaded from the <https://www.alumil.com/romania/corporate/investor-relations>



website, starting with 25.03.2024, 11.00 hours.

Shareholders may grant a general power of attorney valid for a period not exceeding 3 years, allowing its representative to vote in all matters debated at the general meetings of shareholders of one or more companies identified in the power of attorney, including disposition acts, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary defined in accordance with the provisions of Law 24/2017 on issuers of financial instruments and market operations, or to a lawyer.

Shareholders may not be represented in the general meeting of shareholders on the basis of a general power of attorney by a person who is in a situation of conflict of interest which may arise in particular in one of the following cases:

- a)** is a majority shareholder of the company or another entity controlled by that shareholder;
- b)** is a member of an administrative, management or supervisory body of the company, of a majority shareholder or of a controlled entity, as referred to in letter a);
- (c)** is an employee or auditor of the company or of a controlling shareholder or controlled entity as referred to in letter a);
- d)** is the spouse, relative or affinity up to and including the fourth degree of one of the natural persons referred to in letters a) to c).

The proxy may not be substituted by another person. If the authorized person is a legal person, it may exercise the mandate received through any person belonging to the administrative or management body or among its employees.

The deadline for submitting power of attorney is 24.04.2024, 11.00 hours. A copy of the general power of attorney/power of attorney, including the mention of compliance with the original under the signature of the representative (in Romanian or English), accompanied by a copy of the identity document or registration certificate of the represented shareholder, will be submitted to the company's headquarters in Bucharest, Sos. Bucuresti-Ploiesti no. 42-44, Baneasa Business & Technology Park Complex, Building A, Wing A1, district 1 or can be sent by e-mail with an extended electronic signature to office@alumil.ro. The certified copies of the powers of attorney are retained by the company, mentioning this in the minutes of the general meeting.

Shareholders may empower a credit institution providing custody services based on a special power of attorney drawn up in accordance with ASF Regulation no 5/2018 and signed by that shareholder, which shall be accompanied by a declaration on own responsibility given by the credit institution that received the power of representation through the special power of attorney, stating that:

- i) the credit institution provides custody services for that shareholder;
- ii) the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder;
- iii) the special power of attorney is signed by the shareholder.

The special power of attorney and the declaration mentioned above must be submitted to the Company's headquarters in Bucharest, Sos. Bucuresti-Ploiesti no. 42-44, Baneasa Business & Technology Park Complex, Building A, Wing A1, ground floor, district 1, in original, signed and, where appropriate, stamped, or can be sent by e-mail with the extended electronic signature to office@alumil.ro.

Shareholders registered on the reference date in the shareholders' register have the possibility to vote by correspondence, before the Extraordinary General Meeting of Shareholders, by using the postal voting form in Romanian or English. The postal voting form, signed in original or bearing the extended electronic signature, together with the copy of the identity document or shareholder registration certificate, will be sent to the company in original at its headquarters until 22.04.2024, 11.00 hours. According to Article 105 paragraph 20 of Law 24/2017, if a shareholder who has cast his vote by correspondence participates personally or through a representative in the general meeting, the postal vote cast for that general meeting will be annulled, being taken into account only the vote expressed personally or by proxy.

Also, in accordance with the provisions of Article 105 paragraph 23 index 3 of Law 24/2017, the abstention position adopted by a shareholder on the items included on the agenda of the general meeting of shareholders does not represent a vote cast.

In the case of shareholders who are legal persons, the status of legal representative shall be proved by a certificate issued by the Trade Register, presented in original or true copy of the original or any other document, in original or in true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, certifying the status of legal representative. The documents certifying the quality of legal representative of the legal person shareholder will be issued no later than 3 months before 25.03.2024.

Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation, made by an authorized translator, into Romanian or English, without any additional formalities.

The documents, materials regarding the agenda, the draft decision and the postal voting form, available in Romanian and English, will be made available to shareholders for consultation and, if necessary, filled in in accordance with the provisions of Article 117 paragraph 6 of Law 31/1990, starting with 25.03.2024, at 11.00, at ALUMIL headquarters, at the Company's Secretariat, on working days, as well as on the company's website, <https://www.alumil.com/romania/corporate/investor-relations> .

Shareholders who individually or jointly hold at least 5% of the share capital have the right to:

- (i) to place new items on the agenda of the Extraordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the General Meeting; And
- (ii) to submit draft resolutions for items included or proposed to be included on the agenda of the general meeting.

These rights can be exercised in writing until 10.04.2024.

The shareholders of the company may ask questions in writing regarding the items on the agenda, which will be submitted to the company's headquarters together with copies of documents that allow the identification of the shareholder until 22.04.2024 at 11.00 hours.



If on the above-mentioned date for the holding of the Extrordinary General Meeting of Shareholders the validity conditions provided by the Companies Law and the Constitutive Act of the Company are not met, the meeting of the Extrordinary General Meeting of Shareholders is convened for 27.04.2024 starting at 11.30 a.m. at the same address and with the same agenda.

Additional information can be obtained at the Company's Secretariat, phone. +4021 424 3456.

Board of Directors
President,
Michail Sotiriou