



CONVOCAȚION

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

ORDINARY GENERAL MEETING OF SHAREHOLDERS

on 26.04.2024 starting at 11.00 a.m., at ALUMIL headquarters in Sos. Bucuresti-Ploiesti no. 42-44, Baneasa Business & Technology Park Complex, Building A, Wing A1, ground floor, district 1, Bucharest, having the following

AGENDA:

1. Discussing and approving the annual financial statements for the financial year ended December 31, 2023, based on the report of the Board of Directors and the report of the financial auditor for the financial year 2023;
2. Approval of the proposal of the Board of Directors regarding the distribution of net profit and distribution to the shareholders of ALUMIL ROM IDUSTRY SA, registered in the shareholders' register on the Registration Date, of a dividend with a gross value per share of 0.2 RON;
3. Discharge of the Company's directors for the financial year 2023;
4. Extension of the mandate of the financial auditor, Accordserve Advisory S.R.L. for a period of 1 year;
5. Presentation and approval of the Income and Expenditure Budget for 2024;
6. Presentation and approval of the remuneration report for 2023, prepared under the conditions of Article 107 of Law no. 24/2017;
7. Revocation of the mandate of Mr. Michail Sotiriou as President and member of the Board of Directors and termination of the management contract concluded by him with the company on 28.04.2014 as amended;
8. Appointment of Mr. Georgios Mylonas, existing member of the Board of Directors as President of the Board of Directors of the Company;
9. Approval of the proposal to appoint a new Director of the Company, Mr. Spyridon Mavrikakis, Greek Citizen domiciled in Greece, Thessaloniki, 55133 Kalamaria, for a 2 years mandate, in the same conditions as the other members of the board, including in what the remuneration is concerned.
10. Establishing the remuneration of the President of the Board of Directors;
11. 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 decisions of the Ordinary General Meeting of Shareholders are reflected;

12. Establishing the date of 05.07.2024 as "ex date", the calendar date from which the shares of ALUMIL ROM INDUSTRY S.A., object of the Decision of the Ordinary General Meeting of Shareholders, are traded without the rights deriving from that decision;
13. Setting the date of 25.07.2024 as "payment date", the calendar date on which the distribution of dividends related to ALUMIL ROM INDUSTRY SA shares, as established by the Decision of the Ordinary General Meeting of Shareholders, becomes certain;
14. Mandate of Mr. Marius Ionita, General Manager, member of the Board of Directors, for signing, on behalf of shareholders, the decisions taken during the Ordinary 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 management contract concluded with the President of the Board of Directors and the new member of the Board and the updated Constitutive Act.

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.

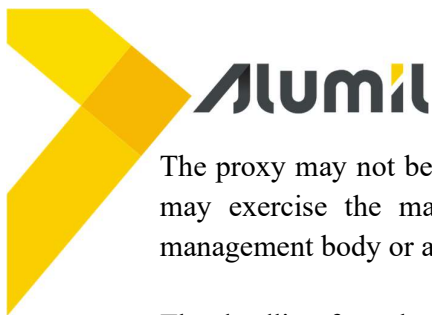
Shareholders registered on the reference date may participate in the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who have been granted a special or general power of attorney, under the conditions of art. 105 para 19 of 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 Ordinary 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 Ordinary 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.

Information on the name, domicile and professional qualification of the person proposed for the position of director will be made available to shareholders and can be consulted and completed by them starting with 25.03.2024. Any applications for the position of director can be submitted no later than 08.04.2024 and will be accompanied by curriculum vitae and documents attesting the professional qualification of the person applying for the position of director.

If on the above-mentioned date for the holding of the Ordinary General Meeting of Shareholders the validity conditions provided by the Companies Law and the Articles of Association of the Company are not met, the meeting of the Ordinary General Meeting of Shareholders is convened for 27.04.2024 starting at 11.00 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