



TURBOMECHANICA

Bd. Iuliu Maniu Nr. 244 District 6 Zip Code 061126 Bucharest - Romania

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European Unique Identifier (EUID) ROONRC.J40/533/1991

Commerce Registry Code J40/533/1991

Tax Code RO3156315 Unique Registration Code 3156315

Subscribed share fully paid capital 36,944,247.50 RON

www.turbomecanica.ro; e-mail: office@turbomecanica.ro

CURRENT REPORT

No. 3 of 23.03.2023

The current report in conformity with art 143 of ASF Regulation no. 5/2018

Reporting date: 23.03.2023

Name issuing entity: TURBOMECHANICA SA

Headquarters: Bucharest, 244 Iuliu Maniu Blvd., district 6

Phone no.: 021 434 32 06 021 434 07 41 facsimile: 021 434 07 94

Unique Registration Code with the Trade Registry Office: RO 3156315

Registration number with the Trade Registry: J40/533/1991

LEI Code 52990005AIXHHACIZH85

Subscribed and integrally paid in capital: 36.944.247,50 lei

Regulated market where the issued receivables are traded: Bucharest Stock Exchange
Capital Titles Tier Standard Shares

I. Important events to be reported

The Board of Directors of the Company TURBOMECHANICA SA has adopted a decision on 23.03.2023 whereby it was approved **convening the Ordinary and Extraordinary General Meeting of Shareholders in order to approve** the financial situations for year 2022 and the ancillary issues on 27.04.2023 hours 11.00, respectively 11.30 at the Company's registered offices in Bucharest Bd Iuliu Maniu no 244 District. Also, the Board of Directors hereto approves all the document to be submitted for shareholder's decision and all the draft documents which are to be provided to the shareholders and/or communicated to the regulatory bodies, as follows: current report on the OGMS/EGMS calling, draft power of attorney in Romanian and English language, draft OGMS/EGMS decisions.

The Board of Directors of the Company **TURBOMECHANICA S.A.**, with headquarters in Bucharest Bd Iuliu Maniu nr 244 sector 6 incorporated under no J40/533/1991, CUI 3156315, in accordance with the provisions of the Law no 31/1990 as republished with subsequent modification and amendments and of the Law no. 24/2017 , gathered on 23.03.2023 has decided to call on 27.04.2023 hour 11 respectively 11.30 in the Protocol Hall of Turbomecanica SA located in Bucharest Bd Iuliu Maniu no.244 sector 6 **THE ORDINARY and THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** registered in the shareholders' registry at the end of the day of 12.04.2023.

The ordinary general meeting will have the following agenda:

1. Approval of the financial situation of 2022, of the Board of Directors' Management report for the financial year of 2022 and of the Financial Auditor Report on the financial situations of 2022;

2. Approval of the release of liability of the Board members for the year 2022;

3. Approval of the income and expenses budget and of the investment plan for year 2023;

4. Presenting the remuneration report as per the conditions provided in art 107 of the Law. No 24/2017

5. Approval of the Board of Directors' proposal for year 2022 net profit distribution and distribution of dividends related to the fiscal year 2022;

6. Approval of the coverage of the debit balance of the account of the result carried over from the correction of accounting errors, in the amount of 886,615.95 RON, from the credit balances of the accounts:

a) The carried forward result representing surplus reserves from revaluation in the amount of 199,070.47 RON and

b) The result carried over from canceled amounts - dividends from previous years, in the amount of 687,545.48 RON

7. Approval of the registration date for identifying the shareholders for whom the decision of the general meeting of shareholders produces effects, being proposed the date of 10.10.2023.

8. Establishing the date of 09.10.2023 as „ex date”, the calendar day from which the shares issued by TURBOMECANICA S.A., object of the Decisions of the ordinary general meeting of Shareholders are to be traded without the rights deriving out of that decision;

9. Establishing the date of 26.10.2023 as payment date i.e. the calendar day on which the dividend distribution related to the shares of TURBOMECANICA S.A., as set under the OGMS decision becomes sure.

10. Empowering the President of the Board of Directors to sign the minutes and the decision of the -ordinary general meeting of shareholders and the company's legal counsellor to fulfill the formalities necessary for registering it with the Trade Registry Office and for publishing the decision of the ordinary general meeting of shareholders in the Official Gazette, Part IV.

The extraordinary general meeting will have the following agenda:

1. Approving the extension for a 12 month period i.e. until June 2024 of the credit line granted by Banca Transilvania S.A. Cluj Napoca–Sucursala Militari Bucuresti (currently Bucuresti Vest) under the Credit Agreement no. 186/24.06.2009 and the subsequent Addendums to it, including the related guarantees;

2. Approving the extension for a 12 month period i.e. until August 2024 of the credit line granted by BRD-GSG-Sucursala Militari under the Credit Agreement no. 103 Bis/28.04.2006 86/24.06.2009 and the subsequent Addendums to it, , including the related guarantees;

3. Approval of the authorization of the Company's Board of Directors to decide and sign (through its President), with full powers, on behalf of the Company, the documents related to the termination, extension and/or modification of any credit contracts concluded by the Company with credit institutions or non-banking financial institutions as well as for the conclusion of other credit agreements by the Company with credit institutions or non-banking financial institutions, provided that the existing credit limit (principal amount borrowed) is kept within the limit of the current decision. The Board of Directors is empowered to negotiate and approve such operations in the best commercial terms for the Company, including, but not limited to the releasing and/or modification and/or setting up, as the case may be, of real or personal guarantees, movable or real estate related, the President of the Board of Directors being authorized, as the legal representative of the Company, to sign in the name and on behalf of the Company the legal documents thus negotiated and approved on the basis of this decision by the Board of Directors of the Company.

4. Approval of the registration date for the purpose of identifying the shareholders for whom the decision of the general meeting of shareholders produces effects, being proposed the date of 25.05.2023.

5. Establishing the date of 24.05.2023 as „ex date”, the calendar day from which the shares issued by TURBOMECANICA S.A., object of the Decisions of the extraordinary general meeting of Shareholders are to be traded without the rights deriving out of that decision;

6. Empowering the President of the Board of Directors to sign the minutes and the decision of the ordinary general meeting of shareholders and the company’s legal counsellor to fulfill the formalities necessary for registering it with the Trade Registry Office and for publishing the decision of the extraordinary general meeting of shareholders in the Official Gazette, Part IV.

In case at the first call the legal conditions for the quorum are not being fulfilled, the ordinary and extraordinary general meeting of shareholders shall be again convened for 28.04.2023 hours 11 respectively 11.30 in the same place with the same agenda.

The shareholders registered with the Central Depository as shareholders as of 12.04.2023, which is the reference date of the meetings as per the evidences issued by Central Depository SA may participate to the general meeting directly or may be represented at the meeting either by their legal representatives or by other representatives who were granted a special or general power-of-attorney, under the conditions of art. 105 para 19 of Law no. 24/2017 on financial instruments issuers and market operations.

The minimum content of the power-of-attorney is as per art. 201 of ASF Regulation no. 5/2018. The preprinted form of the special power-of-attorney, in Romanian and English language, may be obtained upon request from the company’s headquarters or it can be downloaded from the web site <https://turbomecanica.ro/adunarea-general-a-actionarilor/>, starting with the date of 27.03.2023.

The shareholders may grant a general power-of-attorney valid for a period which will not exceed 3 years, allowing its representative to vote in all aspects under debate in the general meetings of shareholders of one or several companies identified in the power-of-attorney, including as regards to dispositive documents, given that the power-of-attorney is granted by the shareholder, as a client, to an agent defined as per the provisions of the Law no 24/2017 on financial instruments issuers and market operations, or to a lawyer.

The shareholders may not be represented in the general meetings of shareholders based on a general power-of-attorney by a person found in a situation of conflict of interests that may occur especially in one of the following cases:

a) he/she is a majority shareholder of the company or another entity controlled by the respective shareholder;

b) he/she is a member of a body of administration, management or surveillance of the company, of a majority shareholder or an entity controlled as per those provided at letter a);

c) he/she is an employee or auditor of the company or of a majority shareholder or an entity controlled as per those provided at letter a);

d) he/she is the husband, relative or affinitive up to the fourth degree including of one of the natural persons provided at letters a)-c).

The proxy may not be substituted by another person. If the proxy is a legal entity, it may exercise its mandate by means of any person who is a part of the administration or management body or of its employees.

The deadline for submitting the powers-of-attorney is 24.04.2023, 11 a.m. hours. One signed copy of the power-of-attorney, containing the mention of conformity with the original, signed by the representative (in Romanian or English language) together with a copy of the identity card or the registration certificate of the represented shareholder will be submitted at the company’s headquarters in Bucharest, Bd Iuliu Maniu no 244, District 6, or may be sent via e-mail with the extended electronic

signature at the email address office@turbomecanica.ro. Certified copies of the powers of attorney are withheld by the Company this being mentioned in the minutes of the shareholders' meeting.

The shareholders may empower a credit institution which provides custodian services on the basis of a special power of attorney drafted under ASF Regulation no. 5/2018 and signed by the respective shareholder which shall be delivered together with a statement given on its own responsibility of the custodian institution which was so empowered where it shall be mentioned that:

- i) the credit institutions provides custodian services for the respective shareholder;
- ii) the instructions from the special power of attorney are identical with the instructions received through the SWIFT message received by the credit institutions in order to vote in the name of that shareholder;
- iii) the special power of attorney is signed by the respective shareholder.

The Special Power of attorney and the statement mentioned above shall be submitted at the Company's headquarters from Bucharest, Bd Iuliu Maniu no 244, District 6,, in original, signed and if applicable, stamped, or they can be sent by email with extended electronic signature attached at office@turbomecanica.ro.

The shareholders registered on the reference date in the shareholders registry have the possibility to vote by correspondence, before the General Meeting of Shareholders, by using the preprinted form of correspondence vote, in Romanian or English language. The preprinted form of correspondence vote signed, in original, or bearing the extended electronic signature, together with a copy of the identity card or the registration certificate of the shareholder, will be sent in original to its headquarters until 24.04.2023, up to 11 a.m. hours. Under the provisions of art 105 para 20 of the Law no 24/2017 in case a shareholder whom has expressed its vote by correspondence participates personally or by proxy in the general meeting, the correspondence vote expressed for that general meeting will be annulled, being considered only the personal or by proxy expressed vote.

In accordance with the provisions of article 105 paragraph 23 index 3 of law 24/2017, the position of abstention adopted by a shareholder regarding the items on the agenda of the general meeting of shareholders does not represent an expressed vote.

Legal entities shareholders shall evidence the legal representative quality by a certificate issued by the trade registry presented in original or certified copy or any other document in original or certified copy issued by the competent authority in the state where the shareholder is duly registered which mentions the quality as legal representative. The documents in this respect shall be issued with maximum 3 months before 27.03.2023.

The documents which attest the quality of legal representative drafted in a foreign language other than English Language shall be accompanied by a translation, by an authorized translator, in Romanian or English language, without other additional formalities.

The documents, materials regarding the agenda, draft decision and the correspondence vote form, available in both English and Romanian languages shall be at the shareholders' disposal to be analyzed and, if the case might be, amended as per the provisions of art 117 para 6 of the Law no 31/1990 starting with 27.03.2023, 10 a.m. hours, at Company's headquarters in Bucharest, Bd Iuliu Maniu no 244, District 6, at Company's secretariat during business days and on the website o the Company <https://turbomecanica.ro/adunarea-general-a-actionarilor/>.

The shareholder(s) holding individually or jointly at least 5% of the social capital has/have the right:

- (i) to insert new items on the agenda of the Extraordinary/Ordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft decision proposed to be adopted by the general meeting; and
- (ii) to submit draft decision for the items included or proposed to be included on the agenda of the general meeting.

These rights may be exercised in writing until 07.04.2023.

The company's shareholders may raise questions, in writing, concerning the items on the agenda, and they must be submitted at the company's headquarters or by email at the email address zaira.bamberger@turbomecanica.ro together with copies of the documents allowing the identification of the shareholder until 24.04.2023, 11.00 hours.

Eng. RADU VIEHMANN

President of the Board of Directors