



TURBOMECANICA

Bd. Iuliu Maniu Nr. 244 Sector 6 Cod Poștal 061126 București – Romania

Tel.: (+4) 021 434 32 06; (+4) 021 434 07 41 Fax: (+4) 021 434 07 94

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UPDATED CONSTITUTIVE ACT OF "TURBOMECANICA" S.A.

CHAPTER I

NAME, LEGAL FORM, SEAT, DURATION

Art. 1. - Company name

The name of the company is TURBOMECANICA S.A.

In any invoice, offer, order, tariff, prospectus and other documents used in trade, emanating from the company, will be mentioned the name, legal form, registered office, trade register number and unique registration code, as well as the subscribed and paid-up share capital.

This information will also be published on the company's website.

Art. 2. - Legal form of company

TURBOMECANICA S.A. is a Romanian legal entity, having the legal form of a joint stock company. The shares issued by the Company are traded on the capital market operated by the Bucharest Stock Exchange in the main category.

Art. 3. - Type of company

TURBOMECANICA S.A. is an open company and falls under the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and the regulations of the Financial Supervisory Authority (FSA), issued for its application.

Art. 4. - Company headquarters

The headquarters of the company is Romania, Bucharest, Iuliu Maniu Boulevard nr. 244, District 6. The company's headquarters may be changed to another locality in Romania, based on the decision of the Company's Board of Directors.

The Company may have branches, subsidiaries, representative offices, agencies, located in other localities in the country and abroad opened based on the decision adopted in this regard by the Board of Directors of the Company.

Art. 5. - Duration of company

The duration of the company is unlimited, starting from the date of its registration in the Trade Register kept by the Trade Register Office attached to the Bucharest Tribunal.

CHAPTER II

OBJECT OF ACTIVITY OF THE COMPANY

Art. 6. - Object of activity of the company is the production and marketing of aircraft engines and mechanical assemblies; promoting and implementing initiatives of national interest in the field of aircraft engine manufacturing, other related fields and realization of benefits.

Art. 7. - The main field of activity of the Company is: "Manufacture of aircraft and spacecraft" – 303 NACE CODE.

The main activity carried out by the Company is: "Manufacture of aircraft and spacecraft" – 3030 NACE CODE.

Other activities carried out by the Company:

- 2014 NACE code - Manufacture of other basic organic chemicals;
- 2020 NACE code – Manufacture of pesticides and other agrochemical products
- 2059 NACE code - Manufacture of other chemical products;
- 2441 NACE code – Production of precious metals;
- 2511 NACE code – Manufacture of metal constructions and component parts of metal structures;
- 2561 NACE code – Treatment and coating of metals;
- 2562 NACE code – General mechanical operations;
- 2790 NACE code – Manufacture of other electrical equipment;
- 2822 NACE code – Manufacture of lifting and handling equipment;
- 2932 NACE code – Manufacture of other parts and accessories for motor vehicles and motor vehicles;
- 3311 NACE code – Repair of articles made of metal;
- 3316 NACE code – Repair and maintenance of aircraft and spacecraft;
- 3513 NACE code – Electricity distribution;
- 3514 NACE code – Electricity trading;
- 3600 NACE code – Water abstraction, treatment and distribution;
- 3831 NACE code – Disassembly (disassembly) of end-of-life machines and equipment for material recovery;
- 3832 NACE code – Recovery of sorted recyclable materials;
- 4120 NACE code – Construction works of residential and non-residential buildings;
- 4520 NACE code – Maintenance and repair of motor vehicles;
- 4531 NACE code – Wholesale of parts and accessories for motor vehicles;
- 4532 NACE code – Retail sale of parts and accessories for motor vehicles;
- 4614 NACE code – Intermediation in trade with machinery, industrial equipment, ships and aircraft;
- 4618 Intermediation in trade specialized in the sale of specific products, n.e.c.
- 4619 NACE code – Intermediation in trade with various products;
- 4675 NACE code – Wholesale of chemicals
- 4690 NACE code – Non-specialized wholesale trade;
- 4711 NACE code – Retail sale in non-specialized stores, with predominant sale of food, beverages and tobacco;
- 4779 NACE code – Retail sale of second-hand goods sold through shops;
- 4939 NACE code – Other passenger land transport n.e.c.;
- 4941 NACE code – Road transport of goods;
- 5210 NACE code – Depositories;
- 5229 NACE code – Other activities incidental to transport;
- 5610 NACE code – Restaurants;
- 5629 NACE code – Other food activities n.e.c.;
- 5630 NACE code – Bars and other beverage serving activities;
- 5811 NACE code – Book publishing activities;

- 6820 NACE code – Renting and subletting of own or leased real estate;
- 7010 NACE code – Activities of directorates (headquarters), centralized administrative offices;
- 7022 NACE code – Business and management consulting activities;
- 7111 NACE code – Architectural activities;
- 7112 CAEN code – Engineering activities and technical consultancy related to them;
- 7120 NACE code – Technical testing and analysis activities;
- 7219 NACE code - Research and development in other natural sciences and engineering;
- 7320 NACE code – Market research and public opinion polling activities;
- 7490 NACE code – Other professional, scientific and technical activities n.e.c.;
- 7711 NACE code – Rental and leasing activities with cars and light road vehicles;
- 7830 NACE code – Other labor supply services;
- 8211 NACE code – Combined secretarial activities;
- 8219 NACE code – Photocopying, document preparation and other specialized secretarial activities;
- 8230 NACE code – Activities of organizing exhibitions, fairs and congresses;
- 8299 NACE code – Other business support services activities n.e.c.;
- 8559 NACE code – Other forms of education n.e.c.;
- 8560 CAEN code – Support service activities for education.

The Board of Directors of the Company may decide, under the law, to modify – extend or reduce – the object of activity of the Company, except for the field and the main activity.

CHAPTER III SHARE CAPITAL, SHARES

Art. 8. - Share capital

The share capital of the Company is 36,944,247.50 lei, divided into 369,442,475 registered shares with a face value of 0.10 lei each, entirely subscribed by shareholders.

The share capital is divided between shareholders who are natural and legal persons, according to the register of shareholders kept under the law by Depozitarul Central S.A., headquartered in Bucharest, Bd. Carol nr. 34-36, sector 2.

Art. 9. - Actions

The registered shares of the company shall include all the elements provided by law.

The shares shall be issued exclusively in book-entry form, evidenced by book entry, in accordance with the regulations applicable to companies whose shares are traded on the regulated market.

Art. 10. - Reduction or increase of share capital

The share capital may be reduced or increased based on the decision of the extraordinary general meeting of shareholders under the conditions and in compliance with the procedure provided by law.

Art. 11. - Rights and obligations arising from actions

Each share subscribed and paid up by shareholders confers on them the right to one vote in the general meeting of shareholders, the right to elect and be elected to the management bodies, the right to participate in the distribution of profits, according to the provisions of this articles of association and the legal provisions, respectively to other rights provided in the articles of incorporation.

Art. 12. - Transfer of shares

The transfer of shares between shareholders or to third parties shall be made under the conditions and procedure provided by law on the regulated market on which these shares are traded.

CHAPTER IV
GENERAL MEETING OF SHAREHOLDERS

Art. 13. - Powers

The General Meeting of Shareholders is the decision-making body of the company, which decides on its activity and ensures its economic and commercial policy.

General meetings of shareholders are ordinary and extraordinary.

The ordinary general meeting shall meet at least once a year, no later than 4 months after the end of the financial year. In addition to discussing other items on the agenda, the ordinary general meeting shall be obliged to:

- a) discuss, approve or amend the annual financial statements, based on the report of the administrators and the financial auditor; approve the distribution of profits and fix the dividend;
- b) elect and revoke the members of the Administrative Board;
- c) appoint or dismiss the financial auditor and fix the minimum duration of the financial audit contract as well as his/her remuneration;
- d) fix the remuneration due for the current year to the members of the Management Board;
- e) to decide on the management of the Board of Directors;
- f) establish the income and expenditure budget and, where appropriate, the work programme for the following year;

The extraordinary general meeting shall meet whenever it is necessary to take a decision to:

- a) changing the legal form of the company;
- b) changing the object and main field of activity of the company;
- c) extension of the duration of the company;
- d) increase of the share capital;
- e) reduction of the share capital or its replenishment by issuing new shares;
- f) merger with other companies or division of the company;
- g) early dissolution of the company;
- h) conversion of registered shares into bearer shares or bearer shares into registered shares;
- i) conversion of shares from one class to another;
- j) bond issue;
- k) admission or withdrawal from trading of the company's shares on a regulated market;
- l) contracting long-term bank loans, including external loans, for amounts exceeding, individually or cumulatively, during a financial year, 20% of total fixed assets, less receivables;
- m) approve the acts of acquisition, alienation, exchange or guarantee of assets belonging to the category of fixed assets of the company, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less receivables;
- n) approve leases of tangible assets, for a period of more than one year, whose individual or cumulative value towards the same co-contractor or persons involved or acting in concert exceeds 20% of the value of the total fixed assets, less receivables at the date of conclusion of the legal act, as well as associations for a period of more than one year, exceeding the same value.
- o) suing the members of the Board of Directors, the General Manager and the financial auditor for the damage caused to the company;
- p) any other amendment to the articles of association or any other decision for which the approval of the extraordinary general meeting is required.

The exercise of the powers of the Extraordinary General Meeting regarding the change of the company's headquarters, the modification of the company's object of activity, except for the field and main activity of the company, the establishment or closure of secondary offices:

branches, agencies, representative offices or other such units without jurisdictional personality are delegated to the Board of Directors under the conditions provided by this Articles of Incorporation.

Art. 14. - Convening of the general meeting of shareholders

The general meeting of shareholders shall be convened by the board of directors whenever necessary.

The term of the meeting may not be less than 30 days from the publication of the convocation in the Official Gazette of Romania, Part IV.

The convocation shall be published in the Official Gazette of Romania, Part IV and in one of Bucharest's widely circulated newspapers.

The convocation shall include the place and date of the meeting, as well as the agenda, explicitly mentioning all the issues to be debated by the meeting, the reference date, the date of identification of the shareholders who will benefit from the rights established by the decision of the general meeting, as well as the date of payment of dividends, if applicable. If the appointment of directors is on the agenda, the convocation shall state that the list containing information on the name, domicile and professional qualification of the persons proposed for the position of director is available to shareholders and may be consulted and completed by them.

Where proposals for amendment of the articles of association are on the agenda, the convocation shall contain the full text of the proposals.

The Company will make available to shareholders all documents, information and clarifications related to the agenda of the general meeting, both in physical format, at the Company's headquarters, and in the dedicated section of the Company's website, both in Romanian and English, being fully applicable the regulations and obligations established for issuers of financial instruments by the Financial Supervisory Authority.

The general meeting of shareholders usually meets at the company's headquarters or at another location communicated by the Board of Directors.

General meetings shall be convened by the Board of Directors at the request of shareholders representing, individually or jointly, at least 5% of the share capital, at the request of the financial auditor, as well as if it finds that, following losses, established by annual statements approved according to law, the net assets of the company, determined as the difference between its total assets and its total liabilities, decreased to less than half of the value of the subscribed share capital.

Art. 15. - Organization of the general meeting of shareholders

For the validity of the deliberations of the ordinary general meeting, the presence of shareholders holding at least one fourth of the total number of voting rights is required. The decisions of the ordinary general meeting shall be taken by a majority of the votes cast.

Shareholders may participate in general meetings personally/through a legal representative or proxy based on a non-authentic power of attorney issued taking into account the requirements applicable to securities traded on a regulated market.

If the ordinary general meeting cannot work due to failure to meet the conditions set out in para. (1) The meeting meeting to meet at a second convocation may deliberate on items on the agenda of the first meeting, irrespective of the quorum present, taking decisions by a majority of the votes cast.

For the validity of the deliberations of the extraordinary general meeting, it is necessary at the first convocation the presence of shareholders holding at least one fourth of the total number of voting rights, and at subsequent convocations, the presence of shareholders representing at least one fifth of the total number of voting rights. Decisions shall be taken by a majority of the votes held by the shareholders present or represented.

The decision to change the main object of activity of the company, to reduce or increase the share capital, to change the legal form, to merge, divide or dissolve the company shall be taken

by a majority of at least two-thirds of the voting rights held by the shareholders present or represented.

The General Meeting of Shareholders is chaired by the Chairman of the Board of Directors and/or the General Manager or, in their absence, by a person elected by the shareholders for this purpose.

The chairman of the meeting shall appoint from among the shareholders of the company two secretaries who shall check the list of shareholders' attendance, showing the capital each represents and the fulfillment of all formalities required by law and the articles of incorporation and shall draw up the minutes of the meeting.

The minutes of the meeting shall be recorded in the register of minutes of the general meetings, kept in electronic format by the Company, shall be signed by the person who chaired the meeting and by the secretaries who drew it up and shall be archived by the Company.

Art. 16. - Exercise of voting rights in the general meeting of shareholders

The decisions of the meetings shall be taken by open vote or by correspondence, under the conditions established by the convening notice of the general meeting. The personal/proxy presence of a shareholder invalidates the postal vote transmitted under the conditions established by the convening notice.

Shareholders usually vote by show of hands.

The secret ballot shall be mandatory for electing the members of the Board of Directors and the statutory auditor, for their removal and for taking decisions on the liability of directors.

The decisions taken by the general meeting within the limits of the law or the articles of incorporation are binding even for absent or unrepresented shareholders, as well as for those who voted against.

CHAPTER V MANAGEMENT BOARD

Art. 17. – Organization

TURBOMECANICA S.A. is managed and managed in a unitary system by the Board of Directors, composed of five members, elected by the ordinary general assembly, of which a president, elected by the Board of Directors from among its members. The Chairman of the Board of Directors may also perform the function of General Manager of the company, as an executive member of the Board of Directors.

The rights and obligations of the Board members in exercising this function are established by the management contract signed upon acceptance of the mandate. The General Manager of the Company shall have a management contract concluded with the appointed representative of the Board of Directors of the Company.

The Board of Directors delegates to the Executive Directors of the Company - the CEO and/or other persons outside the Board - the executive management of the Company, the majority of the Board members being its non-executive members.

The term of office of directors is 4 years.

In the event of a vacancy of one or more director positions, the Board of Directors shall appoint provisional directors until the ordinary general meeting of shareholders meets.

The Board of Directors of the company shall have at least one independent member, under the conditions of art.138² of the Companies Law nr. 31/1990.

The Board of Directors will carry out its duties either directly or through advisory committees consisting of at least 2 board members who have analysis and recommendation skills in areas such as audit, remuneration of directors and directors, nomination of candidates for various management positions.

At least one member of each committee shall be an independent non-executive director. The audit and remuneration committees shall consist only of non-executive directors. At least one member of the audit committee shall have experience in the application of accounting principles or financial audit.

These committees shall report to the Council at least once a year on their work.

The President, the other members of the Board of Directors and the executive directors shall be jointly or severally liable, as the case may be, to the Company for damages caused to the Company by breach of any regulations applicable to its business. However, members of the Board and/or Executive Directors cannot be held liable if, at the time of making a business decision, they were reasonably entitled to believe that they were acting in the best interests of the company and on the basis of adequate information.

Art. 18. - Powers of the Management Board

The Board of Directors is charged with the management and administration of the company, with the fulfillment of all necessary and useful acts for the achievement of the object of activity of the company within the limits of the competences established by this Articles of Incorporation, the decisions of the General Assembly and the applicable legislation.

In relations with third parties, the company is employed and represented by the President of the Board of Directors, as General Manager, who can transmit his powers of representation of the company to any person based on a simple power of attorney.

The Chairman of the Board of Directors and/or the General Manager may conclude in the name and on behalf of the company any legal acts, including sale or purchase of movable or immovable property, contracting loans, banking operations of any kind, payments, opening bank accounts, setting up guarantees, etc. within the limits provided by the applicable legislation and/or based on special powers given by the General Assembly to the Council and/or to the Director General.

During the period when, for any reason, the Chairman of the Board of Directors, who is also the General Manager of the company, cannot fulfill his duties, he may be replaced by another executive director of the company, appointed by decision of the Chairman of the Board / General Manager.

The Chairman of the Board of Directors, the General Manager and/or the Board of Directors may conclude any act that is related to the management of the company, within the limits of the powers established for each by this Articles of Incorporation, the applicable legislation, the decisions of the General Assembly and/or those of the Board of Directors.

The President of the Board of Directors, the General Manager and/or the Board of Directors may delegate any of their duties and authorities to any employee of the Company or to a third party in accordance with the provisions of the Romanian laws in force, by power of attorney concluded under private signature (no authentic form being required). The provisions of Art. 792 et seq. of the Civil Code are not applicable in legal relations related to the management of the company.

The Board of Directors shall have the following core powers, which may not be delegated to Directors:

- a) establishing the main directions of activity and development of the company;
- b) establishing the accounting and financial control system and approving the financial planning;
- c) electing, from among its members, the chairman of the board of directors;
- d) appointment and revocation of the General Manager of the Company;
- e) appointing and dismissing executive directors, determining their remuneration and duties;
- f) control of the activity of executive directors;
- g) preparing the annual report, organizing the general meeting of shareholders and implementing its decisions;

- h) submission of the application for the opening of insolvency proceedings of the company, according to Law nr. 85/2014 on insolvency prevention and insolvency procedures, as subsequently amended and supplemented;
- i) approves the change of the company's headquarters, the modification of the company's object of activity except for the field and main activity of the company, the establishment or closure of secondary offices: branches, agencies, representative offices or other such units without legal personality;
- j) approves the report of the Remuneration Committee and submits it to the shareholders' vote according to the law.

Other duties of the Board of Directors are:

- a) approves the acts of acquisition, alienation, exchange or guarantee of certain assets from the category of fixed assets of the company, whose value does not exceed, individually or cumulatively, during a financial year, 20% of the total fixed assets, less receivables;
- b) approves leases of tangible assets, for a period of more than one year, whose individual or cumulative value towards the same counterparty or persons involved or acting in concert does not exceed 20% of the value of the total fixed assets, less receivables at the date of conclusion of the legal act, as well as associations for a period of more than one year, not exceeding the same value;
- c) establishes marketing tactics and strategy;
- d) approves the conclusion or termination of contracts and other legal acts in the name and on behalf of the company according to the law and this articles of incorporation;
- e) submits annually to the general meeting of shareholders, within 5 months from the end of the financial year, the report on the company's activity, annual financial statements, as well as the draft activity program and the draft budget of the company for the current year; makes proposals in the general meeting for the distribution of net profit and distribution of dividends;
- f) establish the company's policy regarding financing, resources and interest rates; establishes the competences and level of contracting current bank loans, commercial credits and guarantees; approves the contracting of long-term bank loans, including external ones, for amounts not exceeding, individually or cumulatively, during a financial year, 20% of total fixed assets, less receivables;
- g) draws up the structure of the company's income and expenditure budget, investments and major repairs;
- h) regulate the operation of the company; approves the organizational structure of the company; establishes the number of positions, as well as the norm for setting up functional and production departments; establishes functions, duties, responsibilities and structural rules;
- j) submits to the General Assembly proposals for amending the constitutive act;
- k) submit to the General Assembly proposals for increasing or decreasing the share capital;
- l) submit to the General Assembly proposals for the issuance of shares, bonds and other securities, as well as on the manner of offering them on the financial market(s);
- m) solves any other issues established by the general meeting of shareholders, as well as any other aspects regarding the current activity of the company;
- n) decides on the association with or without legal personality of the company with other natural or legal persons, Romanian or foreign;
- o) ensures the implementation of the continuous information activity of investors provided by the applicable legislation.

In order to adopt decisions relating to the company's activity within the limits of the powers granted, the board of directors shall meet whenever necessary, but at least once every three months.

For the validity of the decisions of the Management Board, the personal presence of at least half of the number of directors shall be required. Decisions shall be taken by a majority vote of the members present.

Members of the Administrative Board may be represented at meetings of the Administrative Board only by other members; A member present may represent only one absent member.

Participation in the meetings of the Management Board may also take place by teleconference/electronic means of distance communication.

If the incumbent Chairman of the Administrative Board is unable or prohibited from voting, the other members may elect a meeting chairman with the same rights as the incumbent chairman.

In exceptional cases, justified by the urgency of the situation and the interest of the company, decisions of the board of directors may be taken by unanimous written vote of the members, without the need for a meeting of the board of directors.

Minutes shall be drawn up at each meeting of the Council, which shall include the names of the participants, the order of deliberations, the decisions taken, the number of votes cast and separate opinions. The minutes are signed by the chairman of the meeting and by at least one other administrator/executive director and will be recorded in the register of minutes of the Board of Directors, kept in electronic format and archived by the company.

The General Manager of the Company (regardless of whether this position is cumulated with that of Chairman of the Board) ensures the current activity of management and representation of the Company, having full powers in this regard, including those mentioned above for the Chairman of the Board that he exercises as General Manager, except for all other exclusive powers of the Board of Directors of the Company. The General Manager is obliged to make available to shareholders and financial auditor, upon their request, all company documents.

The executive directors of the Company are responsible for taking all measures related to the management of the company, within the limits of the company's object of activity and respecting the exclusive powers reserved by law or by the articles of incorporation to the General Manager, the Board of Directors and the General Meeting of Shareholders.

CHAPTER VI COMPANY MANAGEMENT

Art. 19. - Financial auditors

The financial statements of the company will be verified and certified by the financial auditor appointed by the General Meeting of Shareholders and with whom the Company will conclude a specific service contract.

CHAPTER VII COMPANY ACTIVITY

Art. 20. - Economic financial year

The economic financial year shall begin on 1 January and end on 31 December each year. The first financial year shall begin on the date of incorporation of the company.

Art. 21. - Company staff

The company's staff is employed by the company's general manager.

The rights and obligations of the company's personnel are established by the collective labor agreement and the individual employment contract, according to the Labor Code and job description. The salary grid for the company's personnel is an annex to the collective labor agreement and is drawn up in compliance with the minimum salary limit provided by law.

The payment of salaries, taxes and social security shall be made according to the law.

Art. 22. - Profit calculation and distribution

The profit of the company is established on the basis of the financial statements approved by the general meeting of shareholders. The taxable profit shall be established in accordance with the law.

The company's profit can be used for modernization, research and development of new products, investments, repairs, as well as for other destinations established by the general meeting of shareholders.

From the company's profit, at least 5% will be taken each year for the formation of the reserve fund, until it reaches at least one fifth of the share capital.

The participation of shareholders in the profits and losses of the company established under the law is proportional to their participation in the share capital of the Company and within the limit of the subscribed capital.

Art. 23. - Company registers

The company keeps the registers provided for by law, for which the directors are jointly and severally liable.

CHAPTER VIII

CHANGE OF LEGAL FORM, DISSOLUTION, LIQUIDATION, LITIGATION

Art. 24. - Modification of the legal form

The company may be transformed into another form of company by decision of the general meeting of shareholders.

The new company will fulfill the legal formalities of registration and publicity required when setting up the companies.

Art. 25. - Dissolution of the company

The dissolution of the company takes place under the conditions and for the causes provided by the applicable law.

Art. 26. - Liquidation of the company

In case of dissolution, the company will be liquidated.

The liquidation of the company and the distribution of the patrimony between the associates and creditors shall be made under the conditions and in compliance with the procedure provided by law.

CHAPTER IX

FINAL PROVISIONS

Art. 27. - The provisions of this articles of incorporation shall be supplemented by the legal provisions relating to companies and to the specific provisions relating to the capital market on which the company's shares are traded.

This updated Articles of Association of the Company was signed today, 29.04.2024, in three original copies, in accordance with and based on the decision of the General Meeting of Shareholders no. 1 dated 29.04.2024.

Shareholders by proxy
Eng. Radu Viehmann
President CEO