

CONVENING NOTICE

**FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF THE
SHAREHOLDERS OF**

ELECTRO – ALFA INTERNAȚIONAL S.A.

The Board of Directors of ELECTRO – ALFA INTERNAȚIONAL S.A., registered with the Botoșani Trade Registry under no. J1994001310079, Sole Registration Code 7348194, European Unique Identifier (EUID): ROONRC. J1994001310079, having its registered office at Calea Națională, No. 15, Botoșani, Botoșani County, Romania, having subscribed and fully paid-in share capital of RON 47,136,076.75 (hereinafter referred to as the “**Company**”),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (the “**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation no. 5/2018**”) and the Company’s articles of association (the “**Articles of Association**”),

CONVENES:

The Ordinary General Meeting of Shareholders (hereinafter the “OGMS”) at the address Calea Națională, No. 30E, at the headquarters of Academia ALFA, Botoșani, Botoșani County, Romania, on 29.05.2026, at 10:00, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) at the end of 19.05.2026, set as reference date (the “**Reference Date**”) for the OGMS, will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the OGMS will take place on 02.06.2026, at 10:00, at the same place and with the same agenda and having the same Reference Date; and

The Extraordinary General Meeting of Shareholders (hereinafter the “EGMS”) at the address Calea Națională, No. 30E, at the headquarters of Academia ALFA, Botoșani, Botoșani County, Romania, on 29.05.2026, at 11:00, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) at the end of 19.05.2026, set as reference date (the “**Reference Date**”) for the EGMS, will take part of. In case the necessary quorum will not be met at the first convocation,



a second meeting of the EGMS will take place on 02.06.2026, at 11:00, at the same place and with the same agenda and having the same Reference Date.

THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the election of Mr. Arhip Mihai Alexandru (and in his absence, approval of the election of Mr. Constantin Todi) as meeting secretary of the OGMS, all of them having the identification data available at the Company's headquarters.

2. Approval of the annual financial report for the year 2025 consisting of the annual financial statements prepared for the financial year ended on 31 December 2025 in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of accounting regulations in compliance with the International Financial Reporting Standards, as subsequently amended and supplemented, together with the annual report prepared by the Board of Directors and the independent auditor's report, considering that the Company's shares were admitted to trading on the Main Market operated by the Bucharest Stock Exchange as of 03.03.2026.

In the financial year ended on 31 December 2025, the Company has registered net profit in the amount of RON 99,746,604, which will be allocated as retained earnings.

3. Approval of the distribution of dividends in the amount of RON 39,594,304 (gross dividend amount), representing a gross dividend per share of RON 0.21, from the undistributed profit for the financial years 2023 and 2024.

4. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31 December 2025.

5. Approval of the Remuneration Policy of the Company, in accordance with the OGMS supporting documentation.

6. Approval of the remuneration of the members of the Board of Directors, in accordance with the Company's remuneration policy.

7. Approval of the income and expenses budget for the financial year 2026, in accordance with the OGMS supporting documentation.

8. Approval of the acknowledgement of the resignation from the mandate of member of the Board of Directors by Mr. Arhip Mihai – Alexandru, effective as of the date of the OGMS resolution, i.e. 29 May 2026.

9. Approval of the election of a member of the Board of Directors amongst the candidates proposed by the shareholders of the Company, for a mandate equal to that of the current members of the Board of Directors, i.e. a mandate of 3 years, 5 months and 5 days, until 03.11.2029.

10. Approval of the appointment of KPMG Audit S.R.L., for a mandate of one year starting with the date of the OGMS resolution and until 29 May 2027, as auditor of the Company with respect to the sustainability reporting/sustainability statement prepared in accordance with the requirements of Directive (EU) 2022/2464 on corporate sustainability reporting (“**CSRD**”) and of Delegated Act no. 5303/2023 on European sustainability reporting standards supplementing the CSRD Directive transposed into national legislation through Order of the Minister of Public Finance 85/2024 for regulating aspects related to sustainability reporting (“**OMFP 85/2024**”), as well as the authorisation of the Board of Directors, in the name and on behalf of the Company, with full power and authority:

- to negotiate the terms and conditions of the mandate of KPMG Audit S.R.L., as well as to negotiate, approve and sign any documents, respectively to carry out any necessary, useful or opportune legal acts and deeds in connection with the above; and
- to empower the Company’s representatives to sign any such documents, to fulfil any such formalities and to carry out any such actions.

11. Approval of the appointment of KPMG Audit S.R.L. for a mandate of one year starting with the date of the OGMS resolution and until 29 May 2027 for the review of the individual and consolidated financial statements of the Company starting with the financial year ending on 31 December 2026, as well as the authorisation of the Board of Directors, in the name and on behalf of the Company, with full power and authority:

- to negotiate the terms and conditions of the mandate of KPMG Audit S.R.L., as well as to negotiate, approve and sign any documents, respectively to carry out any necessary, useful or opportune legal acts and deeds in connection with the above; and
- to empower the Company’s representatives to sign any such documents, to fulfil any such formalities and to carry out any such actions.

12. Approval of setting the date of:

(i) 30.06.2026 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of Article 87 para. (1) of Law no. 24/2017;

(ii) 29.06.2026 as “ex-date”, computed in accordance with the provisions of Article 2 para. (2) letter (1) of Regulation no. 5/2018;

(iii) 20.07.2026 as payment date, computed in accordance with the provisions of Article 178 para. (2) of Regulation no. 5/2018. As they are not applicable to this OGMS, the shareholders do not decide on the other aspects set out in Article 176 para. (1) of Regulation no. 5/2018 such as date of the guaranteed participation.



13. Approval of the authorisation of Mr. Ciubotaru Gheorghe, as Chairman of the Board of Directors, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including, but without limitation to, the OGMS resolution, to file and to request the publication of the resolution in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS.

THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the election of Mr. Arhip Mihai Alexandru (and in his absence, approval of the election of Mr. Constantin Todi) as meeting secretary of the EGMS, all of them having the identification data available at the Company's headquarters.

2. Approval of the extension of the operational credit facilities contracted by the Company in accordance with the EGMS supporting documentation, including the approval of the credit limits, interest rates, commissions, related guarantees and any other relevant terms and conditions, as well as the authorisation of the Board of Directors, with the right to sub-delegate, to negotiate and sign, in the name and on behalf of the Company, with full power and authority, and to carry out all necessary, useful or opportune documents for the implementation of this resolution.

3. Approval of the Company's entering into factoring and/or reverse factoring facilities, up to a maximum cumulative ceiling of RON 50,000,000 (or the equivalent in any other currency), in order to support the operational activity of the Company, as well as the authorisation of the Board of Directors, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to negotiate, approve the final form, sign and carry out all necessary documents and formalities for the implementation of this resolution.

4. Approval of the amendment of article 41 of the Articles of Association of the Company, which shall have the following content:

"41. Each share shall confer one vote in the General Meeting of Shareholders. The voting right cannot be assigned. For the adoption of resolutions in the Ordinary General Meeting of Shareholders and in the Extraordinary General Meeting of Shareholders, the majority shall be calculated exclusively based on the votes "for" and "against". Abstentions shall not be taken into account when determining the majority. Accordingly, any reference in these Articles of Association to "votes held by the Shareholders present or represented" shall be construed as



a reference to “votes cast (representing votes “for” and “against”, without abstentions being taken into account)” by the shareholders present or represented.”

5. Approval of the empowerment of the Board of Directors to issue any decision and to fulfil all necessary, useful and/or opportune legal acts and deeds, respectively to update article 43.3 of the Articles of Association of the Company, for the fulfilment of the resolution to be adopted by the OGMS in accordance with items 8 and 9 of the OGMS agenda.

6. Approval of setting the date of:

(i) 23.06.2026 as registration date for the identification of the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of Article 87 para. (1) of Law no. 24/2017;

(ii) 22.06.2026 as “ex-date”, computed in accordance with the provisions of Article 2 para. (2) letter (l) of Regulation no. 5/2018.

As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in Article 176 para. (1) of Regulation no. 5/2018 such as date of the guaranteed participation or payment date.

7. Approval of the authorisation of Mr. Ciubotaru Gheorghe, as Chairman of the Board of Directors, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including, but without limitation to, the EGMS resolution, the Articles of Association of the Company, to file and to request the publication of the resolution in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

I. Participation and voting in the OGMS and EGMS

Only shareholders who are registered with the Company’s Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS and EGMS, in accordance with the legal provisions applicable to companies that are listed on the Main Market of the Bucharest Stock Exchange and those of the Articles of Association, in person (or through legal representatives), by proxy (based on a special or general power of attorney), considering the applicable legal requirements, online or by correspondence (based on a correspondence voting ballot).



The access and/or the correspondence vote by shareholders entitled to attend the OGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document and, in case of legal entities, based on the identity document of the legal representative and a copy of the certificate of status (in Romanian, certificat constatator) reflecting the up-to-date status, issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date). The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be, together with the proof of identity of the relevant shareholder natural person/the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, certificat constatator) reflecting the up-to-date status, issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date).

The capacity as shareholder and also, in case of shareholders – legal persons or entities without legal status, the capacity as legal representative shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

II. Documents related to the agenda of the OGMS and EGMS

Starting on 28.04.2026, all the information materials regarding the items included on the agenda of the OGMS shall be made available on the Company's website at <https://electroalfa.ro/relatii-investitori/>, sub-section General Meetings. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the OGMS.

III. General powers of attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years, allowing their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts. Before their first use, general powers of attorney, together with the proof of identity of the relevant shareholder natural person/the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, certificat constatator) reflecting the up-to-date status, issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in



certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date), shall be deposited/sent to the Company's registered headquarters at Calea Națională, No. 15, Botoșani, Romania, to the attention of the Legal Department, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by the FSA, to the address investitori@electroalfa.ro) so as to be registered with the Company's registration desk until 27.05.2026, at 08:00.

For the validity of the mandate, the proxy should have to be an intermediary (pursuant to the provisions of Article 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of Article 105 para. (15) of Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

IV. Special powers of attorney and the correspondence voting ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

The special powers of attorney may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/correspondence voting ballots and the related documents (i.e., the proof of identity of the relevant shareholder natural person/the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, certificat constatator) reflecting the up-to-date status, issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no



later than 30 days before the Reference Date)) shall be deposited/sent to the Company's registered headquarters at Calea Națională, No. 15, Botoșani, Romania, to the attention of the Legal Department, including by e-mail with extended electronic signature (in case of special powers of attorney), respectively by e-mail (in case of correspondence voting ballots), in compliance with the regulations issued by the FSA, to the address investitori@electroalfa.ro, in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company's registration desk no later than until 27.05.2026, at 08:00, clearly mentioning on the envelope or in the subject of the e-mail "For the Ordinary and/or Extraordinary General Meeting of Shareholders of ELECTRO – ALFA INTERNAȚIONAL S.A. convened for 29.05.2026/02.06.2026".

When filling in the special powers of attorney/correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the OGMS and/or EGMS or proposals of resolutions could be added. In this case, the special powers of attorney/correspondence voting ballots shall be updated and published as described at letter II above.

V. Electronic vote

Electronic voting can be exercised using electronic voting means in accordance with Article 197 of Regulation no. 5/2018 of the FSA on issuers of financial instruments and market operations through the eVOTE platform (before or during the GSM) by accessing the link <https://eai.evotero.ro/> from any device connected to the internet and through the eVotePRO platform (before the GSM) for professional investors as defined by Law No. 126/2018 on financial instrument markets, in accordance with the provisions of Article 197 of Regulation no. 5/2018. For professional shareholders who choose to exercise their voting rights through the eVotePRO platform, electronic voting is carried out by accessing the dedicated domain assigned to each professional shareholder, in accordance with the legal identification requirements specified in section ii) below.

Electronic voting forms can be submitted at any time from the start of voting until the live session of the general meeting of shareholders or expressed/re-expressed directly in the live session of the meeting, with the last voting option being the one recorded.

The platforms contain voting options for all items on the agenda. Electronic voting is exercised by checking a voting option "for" or "against" or "abstain", followed by pressing the "register vote" button. Votes marked on the platform without pressing the "register vote" button will not be taken into account.

Shareholders may log in and vote as many times as they wish during the period designated for correspondence voting and/or live, with the last voting option being the one recorded. In case discrepancies arise during the identification process between the data provided by the shareholder and those in the Company's Shareholders Registry at the Reference Date, the



shareholder will be notified and directed to contact the Shareholder Relations Officer at the address investitori@electroalfa.ro or the telephone number +40 720 067 748.

Shareholders should note that, before exercising their voting rights through the eVote/eVotePRO platform, they must complete the registration process described below, and their voting account must be validated by the Company.

Shareholders who are natural persons must complete the registration process once and update their information whenever necessary. Shareholders who are legal persons/entities without legal personality must complete it for each OGMS/EGMS meeting, except for professional shareholders who vote through the eVotePRO platform whose identification documents have been previously validated, which remain valid within 30 days from the date of issue and have not undergone changes and/or have not been replaced with new documents. For identification and access to the eVote/eVotePRO voting platform, shareholders shall provide the following information:

i) In the case of natural persons:

- Last name and first name;
- Personal numerical code (CNP);
- E-mail address;
- Copy of the identity document (identity card, passport, residence permit)*; • Telephone number (optional); or
- Access credentials generated following identification via the Investor Enrolment Platform developed by Depozitarul Central SA - <https://www.roclear.ro/Inrolare-Investitori>

ii) In the case of legal persons, including professional shareholders / entities without legal personality:

- Name of the legal person;
- Sole registration code (CUI);
- Last name and first name of the legal representative;
- Personal numerical code (CNP) of the legal representative;
- E-mail address;
- The identity document of the legal representative (identity card, passport, residence permit)*;
- Copy of the certificate of status (in Romanian, certificat constatator) reflecting the up-to-date status, issued by the Trade Registry or of any equivalent document issued by a competent



authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy, no older than 30 days from the Reference Date and allowing their identification in the Company's register of shareholders kept by Depozitarul Central. The status of legal representative will be taken from the register of shareholders on the Reference Date, received from Depozitarul Central SA if the shareholder has informed Depozitarul Central SA in a timely manner about their representative.

- Telephone number (optional).

Any documents submitted in a foreign language, other than English, shall be accompanied by the translation into Romanian/English made by a certified translator.

*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

VI. The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right:

- (i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo, or a draft resolution proposed for adoption by the OGMS and/or EGMS; and
- (ii) to make resolution proposals for the items included or proposed to be included on the agenda of the OGMS and/or EGMS.

The rights mentioned above may be exercised only in writing (sent via courier at the Company's registered headquarters at Calea Națională, No. 15, Botoșani, Romania, to the attention of the Legal Department, or via e-mail, in compliance with the regulations issued by the FSA, to the address investitori@electroalfa.ro) no later than **13.05.2026, at 18:00**.

The identification requirements mentioned at section I above are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder – legal person that request the insertion of new items on the OGMS and/or EGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the OGMS or EGMS that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.



VII. The shareholders' right to ask questions regarding the agenda

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions may be submitted to the Company by e-mail, to the address investitori@electroalfa.ro, so as to be received by the Company no later than 27.05.2026, at 18:00.

The right to ask questions and the obligation to answer may be subject to the measures the Company may take to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the proper conduct and preparation of the general meetings, as well as the protection of confidentiality and the commercial interests of the Company. The Company may provide a general answer for questions with the same content. An answer shall be deemed to have been given if the relevant information is available on the Company's website, in a question-and-answer format.

VIII. The right to propose candidates for the position of member of the Board of Directors

The shareholders of the Company may submit proposals for candidates for appointment as a member of the Board of Directors. In this regard, they will specify in the proposal information about the name, place of residence and professional qualification of the proposed persons, accompanied by:

- i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);
- (ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors;
- (iii) in the case of a candidate's proposal for the position of independent member, an affidavit confirming that all eligibility criteria have been met (the template of such document being available as part of the OGMS supporting materials); and
- (iv) the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the OGMS supporting materials).

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors (accompanied by the documents attesting the identity of the shareholder/candidate), sending in this regard a written request to the address investitori@electroalfa.ro, no later than 13 May 2026 at 18:00, with the written mention "*Proposal for candidates for the position of member of the Board of Directors*".



The list containing the information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors will be updated daily until 14 May 2026, at 18:00 and will be published on the Company's website, in the section dedicated to the relationship with investors (investitori@electroalfa.ro).

Chairman of the Board of Directors

Date: 24 April 2026

GHEORGHE CIUBOTARU