

**CONVENING NOTICE REGARDING  
THE EXTRAORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS  
OF GRANITUL S.A.**

The Board of Directors of GRANITUL S.A., a joint-stock company established and organized in accordance with Romanian law, with its registered office in Bucharest, Șos. Vergului no. 18, District 2, registered with the Bucharest Trade Registry under no. J40/1093/1991, EUID: ROONRC.J40/1093/1991, unique registration code 736, subscribed and fully paid-up share capital: RON 12,256,438.74 (hereinafter referred to as the “**Company**”),

Based on the Company's Articles of Association (the “**Articles of Association**”), Law no. 31/1990 on companies, as amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented (“**Law 24/2017**”) and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplement (“**Regulation 5/2018**”),

**CONVENES**

The **Extraordinary General Meeting of Shareholders** (the “**EGMS**”) on **26 November 2024, 10:00 AM**, at the Company’s headquarters in Bucharest, Sos. Vergului no. 18, District 2, where all shareholders of the Company registered in the shareholders’ register (kept by the Central Depository S.A.) by the end of 15 November 2024, set as the Reference Date, will participate. If on 26 November 2024, the necessary legal quorum is not met at the first convening, the second EGMS meeting (with the same agenda and the same Reference Date) will take place on **27 November 2024, 10:00 AM**, at the Company’s headquarters in Bucharest, Sos. Vergului no. 18, District 2.

**The agenda of the Extraordinary General Meeting of Shareholders is as follows:**

- 1.** Approval of the decrease of the Company’s share capital from the current value of RON 12,256,438.74 to RON 808,116.84 by reducing the individual nominal value of the Company’s shares from 5.46 RON to RON 0.36 (the “**Share Capital Decrease**”), by simultaneously implementing two operations, namely covering the accounting loss and distribution to shareholders, as follows:
  - a)** the decrease of the Company’s share capital by the amount of RON 6,728,597.27, to cover the accumulated accounting loss, as reflected in the Company’s financial statements as of 31 December 2023, in the amount of RON 6,728,597.27, in accordance with art. 207 para. (1) letter (b) of the Companies Law; and
  - b)** the decrease of the Company’s share capital by the amount of RON 4,719,724.63, by returning to shareholders a portion of their contributions, proportional to their holdings in the Company’s share capital. The share capital decrease is carried out under art. 207 para. (2) letter (b) of the Companies Law. Thus, the EGMS approves the payment to shareholders registered on the registration date of this EGMS of the amount of RON 2.10/share, proportional to their holdings in the Company’s paid-up share capital.

After the share capital decrease according to the operations mentioned under letters a) and b) above, the Company's share capital will be of RON 808,116.84, divided into 2,244,769 ordinary shares, each with a nominal value of RON 0.36.

The Share Capital Decrease will take effect only after the following conditions are met:

- this EGMS resolution is published in the Official Gazette of Romania, Part IV, for at least two months, in accordance with art. 208 para. (1) of the Companies Law; and
  - after the expiry of the two-month period from the publication of this EGMS resolution, this EGMS resolution is registered with the Trade Registry.
2. Approval of the amendment of article 7 of the Articles of Association to reflect the value of the share capital following the implementation of the Share Capital Decrease, subject to the approval of item 1 on the above EGMS agenda and after the completion of the Share Capital Decrease, as follows:
- “Art. 7: The total subscribed and fully paid-up share capital is RON 808,116.84, divided into 2,244,769 nominal shares, and the nominal value of one share is 0.36 RON.”*
3. Approval of setting the date of:
- 27 March 2025 as the registration date for identifying the shareholders affected by the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
  - 26 March 2025 as the “ex-date” calculated in accordance with the provisions of art. 2 para. (2) letter 1) of Regulation no. 5/2018;
  - 25 March 2025 as the guaranteed participation date, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
  - 3 April 2025 as the payment date, in accordance with the provisions of art. 2 para. (2) letter h) and art. 178 of Regulation no. 5/2018.
4. Approval of the empowerment the Chairman of the Board of Directors to sign on behalf of the shareholders the EGMS resolutions and any other documents related to them, including the updated Articles of Association, and to perform any act or formality required by law for the registration and implementation of the Share Capital Decrease and the EGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred in this item 4 to any competent person to fulfill this mandate.

#### **MISCELLANEOUS PROVISIONS:**

**a) Documents related to and in connection with the agenda of the EGMS**

Starting from 25 October 2024, all presentation materials related to the items included on the agenda of the EGMS will be available on working days, at the Company's headquarters in

Bucharest, Sos. Vergului no. 18, sector 2, between 11:00 AM and 2:00 PM, as well as on the Company's website ([www.granitul.ro](http://www.granitul.ro)) or by phone at 0212553030; 021252180 and by email, upon request sent to the address [financiar@granitul.ro](mailto:financiar@granitul.ro).

The Company's shareholders can obtain, upon request, copies of the documents related to the items included on the agenda of the EGMS from the Company's headquarters in Bucharest, Sos. Vergului no. 18, Sector 2.

**b) The right of shareholders to request the introduction of new items on the agenda and to present draft resolutions for existing or proposed items to be included on the agenda**

One or more shareholders representing, individually or together, at least 5% of the share capital have the right:

(i) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting; and

(ii) to present draft resolutions for the items included or proposed to be included on the agenda of the EGMS.

The shareholders' rights mentioned above can only be exercised in writing (sent by courier services to the Company's headquarters or by email, in accordance with FSA regulations, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro)), within a maximum of 15 days from the publication of the convening notice, respectively until 11 November 2024.

The identification requirements mentioned in letter c) below are also applicable to the individual shareholder(s) and/or the legal representative of the legal entity shareholder requesting the supplementation of the EGMS agenda.

In cases where the exercise of this right results in a change to the agenda of the general meeting already communicated to the shareholders, the Company, through the board of directors, will make a revised agenda available, using the same procedure as for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

**c) Participation and voting at the EGMS**

Only shareholders registered in the Company's Shareholders Register on the Reference Date are entitled to participate and vote at the EGMS, in accordance with the legal provisions applicable to joint-stock companies listed on the ATS trading market, AeRO – BVB, the Alternative Trading System, and the Articles of Association, either in person (through legal representatives), by proxy (based on special or general power of attorney), in compliance with the applicable legal provisions, or by correspondence (based on a correspondence voting ballot).

Access and/or voting by correspondence of shareholders entitled to participate in the EGMS is permitted by simply proving their identity, in the case of individual shareholders, with an identity document and, in the case of legal entities, with the identity document of the legal representative and a copy of the certificate issued by the trade register or any equivalent document issued by a competent authority from the state where the legal entity shareholder is

legally registered, presented in original or in a copy certified as true to the original (documents attesting the legal representative status of the legal entity shareholder will be issued no more than 30 days before the Reference Date). Representatives of individual/legal entity shareholders will be identified based on the identity document, accompanied by the special or general power of attorney signed by the individual shareholder/legal representative of the legal entity shareholder, as the case may be, as well as proof of identity of the individual shareholder/legal representative of the legal entity shareholder and a copy of the certificate issued by the trade register or any equivalent document issued by a competent authority from the state where the legal entity shareholder is legally registered, presented in original or in a copy certified as true to the original (documents attesting the legal representative status of the legal entity shareholder will be issued no more than 30 days before the Reference Date).

The status of shareholder, as well as, in the case of legal entity shareholders or entities without legal personality, the status of legal representative is established based on the list of shareholders from the Reference Date, received by the Company from the Central Depository S.A.

#### **d) General powers of attorney**

The general power of attorney can be granted by shareholders for a period not exceeding 3 years, allowing their representative to vote on all matters under discussion at the general meetings of shareholders, including regarding acts of disposition.

General powers of attorney, together with proof of identity of the individual shareholder/legal representative of the legal entity shareholder and a copy of the certificate issued by the trade register or any equivalent document issued by a competent authority from the state where the legal entity shareholder is legally registered, presented in original or in a copy certified as true to the original (documents attesting the legal representative status of the legal entity shareholder will be issued no more than 30 days before the Reference Date), before their first use, will be submitted to/sent to the Company's headquarters, located in Bucharest, Sos. Vergului no. 18, sector 2, in a copy, including the mention of conformity with the original under the signature of the representative (or by email with extended electronic signature, in accordance with FSA regulations, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro)), so that they are registered as received at the Company's registry, 48 hours before the EGMS, respectively by 24 November 2024, 10:00 AM.

For the validity of the mandate, the proxy must be either an intermediary (in accordance with the provisions of art. 2 para. (1) point (19) of Law 24/2017) or a lawyer, and the shareholder must be their client. Also, the proxy must not be in a conflict of interest, in accordance with the provisions of art. 105 para. (15) of Law 24/2017. The proxy cannot be substituted by another person. If the proxy is a legal entity, it can exercise the received mandate through any person who is part of its management or administration body or among its employees.

Together with the general power of attorney, shareholders will send to the Company the declaration on their own responsibility given by the legal representative of the intermediary or the lawyer who received the power of attorney for representation, signed in original and, as the case may be, stamped, stating that:

(i) the power of attorney is given by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer; and

(ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

**e) Special powers of attorney and correspondence voting ballots**

Special powers of attorney and correspondence voting ballots must be in the format provided by the Company and contain specific voting instructions for each item on the agenda (i.e., vote 'for', vote 'against', or 'abstain').

Special powers of attorney can be granted to any person for representation at a single general meeting and contain specific voting instructions from the issuing shareholder.

Special powers of attorney/correspondence voting ballots and related documents (i.e., proof of identity of the individual shareholder/legal representative of the legal entity shareholder and a copy of the certificate issued by the trade register or any equivalent document issued by a competent authority from the state where the legal entity shareholder is legally registered, presented in original or in a copy certified as true to the original (documents attesting the status of legal representative of the legal entity shareholder will be issued no more than 30 days before the Reference Date), will be submitted to/mailed to the Company's registered office, located in Bucharest, Sos. Vergului no. 18, sector 2, including by e-mail with extended electronic signature (in the case of special powers of attorney), or by e-mail (in the case of correspondence voting ballots), in accordance with ASF regulations, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro), in original or in copy, including the mention of conformity with the original under the representative's signature, so that they are registered as received at the Company's registry by 24 November 2024, at 10:00, mentioning on the sealed envelope or in the subject of the e-mail „For the Extraordinary General Meeting of Shareholders on 26/27 November 2024”.

When completing the special powers of attorney/correspondence voting ballots, shareholders are requested to consider the possibility of supplementing the agenda of the EGMS with new items or resolution proposals. In this case, the special powers of attorney/correspondence voting ballots will be updated and made available by the methods indicated in letter a) above.

**f) Shareholders' right to ask questions regarding the agenda**

Each shareholder has the right to ask questions regarding the items on the EGMS agenda. Questions can be sent to the Company by e-mail, to the address [financiar@granitul.ro](mailto:financiar@granitul.ro), so that they are received by the Company by 22 November 2024. The right to ask questions and the obligation to respond may be conditioned by 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 general meetings, as well as the protection of the Company's confidentiality and commercial interests. The Company may provide a general answer to questions with the same content. A response will be considered given if the relevant information is available on the Company's website, in a question-answer format.

**g) Other miscellaneous provisions**

Documents presented in a language other than English will be accompanied by a translation made by an authorized translator with the signature notarized by a public notary in Romanian/English.

The Company informs the market about the decision of the Board of Directors of the Company to convene the Extraordinary General Meeting of Shareholders on 26 November 2024 (first call) and 27 November 2024 (second call), respectively, in case the quorum for the first meeting is not met.

**Ioan Purge**

**Chairman of the Board of Directors**