# Summons

27.03.2025

**I.** The Board of Directors of Alum S.A. (hereinafter called the "Company"), with registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania, registered with the Trade registry under no. J36/29/1991, Sole Registration Code 2360405, on the basis of art. 117 of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, hereby convenes the Ordinary and the Extraordinary General Meetings of the Shareholders registered in the Shareholders' Registry at the end of the day of **17 April 2025**, considered reference date, for the date of **30 April 2025, starting with 11:00 AM and respectively starting with 12:00 AM** at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania.

Should, on the above mentioned date, the attendance quorum provided by the Company's Articles of Incorporation be not met, according to art. 118 of Law no. 31/1990, pertaining to companies, republished, with subsequent changes, the second Ordinary and Extraordinary General Meetings of Shareholders are convened and set for the date of **1st May 2025, starting with 11:00 AM and respectively starting with 12:00 AM** at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania.

**II.** The agenda of the Ordinary General Meeting of the Shareholders is the following:

1. Approval of the financial statements for the year 2024 prepared in accordance with OMF no. 1802/2014, on the basis of the Directors' Report and Financial Auditor's Report for year 2024.
2. Approval of the directors' discharge of liability for year 2024.
3. Approval to distribute the net profit for year 2024.
4. Approval of the Annual Report for year 2024 drawn up in accordance with the provisions of the Regulation no. 5/2018 of Financial Supervisory Authority.
5. Approval of the Income and Expenses Budget for year 2025.
6. Approval of the Activity Program for year 2025.
7. Approval of the Investment Plan for year 2025.
8. Approval of the remuneration of the Board of Directors members for year 2025.
9. Approval of the general limit of all the remunerations granted to the Board of Directors' members with special functions and to the managers, for year 2025.
10. Approval to empower Mrs. Feodorof Mariana to comply with all the formalities for the registration of the Ordinary General Meeting of Shareholders' decision.
11. Approval of the date of **30 May 2025** as registration date, for the opposability of the decisions of the Ordinary General Meeting of Shareholders, in accordance with the provisions of art. 87 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations.
12. Approval of the date of **29 May 2025** as *ex date,* in accordance with the provisions of art. 187 point 11 from the Regulation 5/2018 regarding the issuers of the financial instruments and market operations, issued by the Financial Supervisory Authority.

**III.** The agenda of the Extraordinary General Meeting of the Shareholders is the following:

1. Approval of the dissolution of the Company according the provisions of the $153^{24}$ of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, taking into account that, as result of the losses acknowledged in the financial statements, the Company's net assets,

determined as difference between the total assets and the total liabilities, have decreased to less than half of the subscribed share capital.

2. Approval to empower Mrs. Feodorof Mariana to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders' decision.
3. Approval of the date of **30 May 2025** as registration date, for the opposability of the decisions of the Extraordinary General Meeting of Shareholders, in accordance with the provisions of art. 87 in Law no. 24/2017 regarding the issuers of the financial instruments and market operations.
4. Approval of the date of **29 May 2025** as *ex date,* in accordance with the provisions of art. 187 point 11 from the Regulation 5/2018 regarding the issuers of the financial instruments and market operations, issued by the Financial Supervisory Authority.

**IV.** One or more shareholders holding, individually or together, at least 5% of the Company's share capital, has/have the right:

(a) to include new items on the agenda of the two General Meetings of the Shareholders (each new item shall be submitted together with an explanation or a draft decision in order to be adopted in the two General Meetings) and

(b) to submit draft decisions for items included or to be included on the agenda of the two General Meetings of the Shareholders,

within 15 days from the date this summons has been published, i.e. not later than **14 April 2025**. The above-mentioned rights of the shareholders shall be exercised only in writing.

**V.** The shareholders have the right to ask questions related to items on the agenda of the two General Meetings; the answers to be published on the Company's Internet website page www.alum.ro.

The questions shall be submitted or sent to the registered office of the Company in such way to be registered at the registry of the Company not later than **22nd April 2025**, **hour 4,00 PM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY AND/OR EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM 30 APRIL/1st MAY 2025".**

**VI.** The registered shareholders at the reference date shall exercise the right to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 19 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law.

**VII.** In case the shareholders appoint representatives for the participation and voting in the Ordinary and Extraordinary General Meetings of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.

**VIII.** The correspondence vote forms and the special proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company www.alum.ro**.**



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www.alum.ro

**IX.** The correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to mfeodorof@alum.ro - **with a read receipt request**, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the registry of the Company/received at the e-mail address mfeodorof@alum.ro,:

- not later than **28 April 2025**, **hour 09:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 30 APRIL/1st MAY 2025";** In case of correspondence voting forms for secret vote, the correspondence voting forms shall be enclosed in a distinct envelope on which it shall be mentioned: **"SECRET VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 30 APRIL/1st MAY 2025";**
- not later than **28 April 2025**, **hour 10:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 30 APRIL/1st MAY 2025".**

**In case of the correspondence vote forms sent with incorporated extended electronic, Alum makes available to the senders the phone at the numbers ++40 (0)240 535 740 for verification of the receiving of the e-mail containing the vote expressed.**

**X.** The correspondence vote forms which shall not have been received in the form and within the term provided under art. IX of this summons shall not be taken into account when the presence and the voting quorum is established and when the votes are counted in the Ordinary and Extraordinary General Meetings of the Shareholders.

**XI.** The proxies for the shareholders' representation in the General Meeting, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative's signature, through certified mail or shall be sent by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature, republished, to mfeodorof@alum.ro - **with a read receipt request**, to the Registration Office of the Company in such way to be registered at the registry of the Company/received at the e-mail address mfeodorof@alum.ro:

- not later than **28 April 2025**, **hour 09:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 30 APRIL/1st MAY 2025";**
- not later than **28 April 2025**, **hour 10:00 AM**, in a sealed envelope bearing the clearly written statement in capital letters: **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 30 APRIL/1st MAY 2025".**



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**XII.** Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders summoned for **30 April/1 May 2025** personally, via correspondence or through a representative with proxy.

**XIII.** The documents and information related to the items on the agenda of the two General Meetings, as well as the draft decisions related to the items on the agenda of the two General Meetings, the correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by the shareholders of Alum S.A. Tulcea, are made available for the shareholders at the registered office of the Company from Tulcea, no. 82 Isaccei Street, Tulcea County, Romania, and are posted on the website of the Company www.alum.ro starting with the date of **28 March 2025, starting with hours 18:00**.

Any additional information may be obtained at phone no. 0240.535.022.

**Genoveva Năstase**
**Chairman of the Board of Directors**



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