



The Board of Directors of

SOMETRA S.A.

A company registered and functioning under the laws of Romania, headquartered in Copsa Mica, 1 Fabricilor street, Sibiu county, registered with the Trade Registry under no. J32/124/1991, sole identification code 813526, EUID ROONRC.J32/124/1991 (the "**Company**"), having a subscribed share capital paid in full of Lei 8,690,395, divided into a number of 3,476,158 nominative, ordinary shares, issued in dematerialised form, each having a nominal value of Lei 2.5,

Pursuant to the provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented ("**Companies Law**"), Law no. 24/2017 on issuers of financial instruments and market operations ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, issued by the Supervisory Financial Authority ("**Regulation no. 5/2018**"),

convenes

the Extraordinary General Meeting of the Shareholders

on **12.03.2026, 12:00 hours**, at the Company's registered office located in Copsa Mica, 1 Fabricilor street, Sibiu county, Romania, for all the shareholders registered in the Shareholders' Registry at the end of **03.03.2026** (the reference date),

with the following

AGENDA

1. Adoption of a resolution in order to confirm that the Company will continue to carry out its activity, under the conditions where, in accordance with the audited financial statements related to 2024 financial year, the net assets of the Company, determined as a difference between its total assets and total debts, are less than half of the value of the subscribed share capital.
2. It is proposed the date of **08.04.2026** as registration date, and the date of **07.04.2026** as ex date;
3. Authorisation of Mr. Christos Efstathiadis, as Chairman of the Company's Board of Directors, to conclude and sign, for and on behalf of the Company and/or its shareholders, the resolution which is to be adopted within the Extraordinary General Meeting of the Shareholders, as well as any other necessary documents, and to carry out all 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 Extraordinary General Meeting of the Shareholders, the above proxy being entitled to sub-delegate third parties to act for such purpose.

Documents related to the Extraordinary General Meeting of the Shareholders

Starting with the date of publication of the convening notice, this convening notice, the total number of shares and voting rights at the date of the convening notice, the full text of the documents and informative materials regarding the matters on the agenda of the meeting, including the report on the patrimonial status of the Company, as well as the draft resolution proposed to be passed within the general meeting, will be published on the Internet page of the Company, www.sometra.ro, being at the disposal of the shareholders also at the Company's registered office, from 09:00 to 16:00 (Romanian time), and may also be obtained in hard copy

by interested shareholders, by request sent to the Company's registered office or by email at info@sometra.ro.

Shareholders' proposals regarding the Extraordinary General Meeting of the Shareholders

Shareholders, representing, individually or together, at least 5% of the Company's share capital, may request, in writing, the insertion of new points on the agenda of the meeting and to make proposals of resolutions for the existing points or thus inserted on the agenda, no later than **15 days** from the publication of the convening notice in the Official Gazette of Romania – Part IV.

The above-mentioned rights may be exercised only in writing, and may be transmitted by mail or courier to the Company's registered office, or via email having attached qualified electronic signature, in compliance with Law No. 214/2024 regarding the use of electronic signature, time stamp and the provision of trust services based on them, as amended and supplemented, at the email address info@sometra.ro, with the mention clearly written with capital letters: *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*. If the insertion of new points on the agenda of the Extraordinary General Meeting of the Shareholders is proposed, the following documents will also be transmitted (i) the documents certifying the identity of the shareholder/shareholders, (ii) the proposals of the resolutions with respect to the new points inserted, as well as (iii) additional information regarding the proposed points, in order to ensure an adequate information of all the shareholders with respect to the items on the agenda.

To the extent the exercise of the above-mentioned right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, including the resolutions proposed by the shareholders who exercised that right, 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, so as to allow the shareholders to appoint a representative or, if necessary, to vote by correspondence, taking into account the amended agenda.

The completion of the agenda may also be carried out by the Board of Directors, provided that the requirements and deadlines provided by the law, in case the need for completion arises from acts or facts that occurred after the publication of the convening notice.

Questions in connection to the Extraordinary General Meeting of the Shareholders

Each shareholder, irrespective of the participation level to the share capital, has the right to ask questions in connection to the agenda of the Extraordinary General Meeting, before the date of the meeting.

The questions may be addressed only in writing, and may be transmitted by mail or courier at the Company's registered office, or by electronic means to the email address info@sometra.ro, with the mention clearly written with capital letters: *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*, accompanied by the documents certifying the identity of the shareholder. In order to ensure the smooth running and preparation of the general meeting, the shareholders are asked to exercise the right to ask questions regarding the agenda within no later than 15 days from the publication of the convening notice in the Official Gazette of Romania – Part IV. The Company will respond to such questions by publishing the requested information on the Company's website www.sometra.ro in a question-response format.

Also, the right to ask questions and the obligation to address them may be limited by the measures that the Company may adopt in order to identify the shareholders, to ensure the good process and preparation of the general meeting, as well as to protect the confidentiality and the commercial interests of the Company. The Company may provide a general answer for the questions with the same content.

Participation and representation in the Extraordinary General Meeting of the Shareholders

The reference date is **03.03.2026**. Only the shareholders registered at this date with the Shareholders' Registry kept by Depozitarul Central S.A. may participate and vote in the Extraordinary General Meeting. The shareholders may participate in the Extraordinary General Meeting of the Shareholders in person or by proxy, based on a special or general power of attorney, with the observance of the legal provisions, or may vote by correspondence.

The access and/or the vote by correspondence by the shareholders entitled to attend the Extraordinary General Meeting of the Shareholders is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, passport or other identity document recognised by the Romanian State for foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport or other identity document recognised by the Romanian State for foreign citizens).

The representatives of the shareholders - natural persons will be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, passport or other identity document recognised by the Romanian State for foreign citizens), accompanied by the special or general power of attorney signed by the shareholder who is a natural person.

The representatives of the shareholders - legal entities will prove their capacity based on their identity document (identity card for the Romanian citizens or, as the case may be, passport or other identity document recognised by the Romanian State for foreign citizens), accompanied by the special or general power of attorney signed by the legal representative of the respective legal entity.

The capacity of shareholder and also, in case of shareholders - legal entities or entities without legal personality, **the capacity of legal representative** will be acknowledged based on the list of shareholders at the reference date, received by the Company from Depozitarul Central S.A.

In case: a) the shareholders – natural persons did not register in the system of Depozitarul Central S.A. the valid and updated identification data, then they will also present a copy of the updated identity document (identity card/ passport/ other identity document recognised by the Romanian State); b) the legal representative of the shareholders – legal entities is not mentioned in the list of shareholders received from Depozitarul Central S.A., then they will also present an official document attesting their capacity of legal representative (e.g.: excerpt/ascertaining certificate issued by the Trade Registry or other proof issued by a competent authority from the State where the shareholder is legally registered) in original or certified copy, within its validity period.

Information concerning the special and general powers of attorney and the vote by correspondence is set out at points (a) – (c) below.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by a translation thereof prepared by a certified translator into Romanian or English.

(a) General Powers of Attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years, if the parties have not expressly provided a longer duration, allowing their representative to vote in connection with any aspects which are discussed in the general meetings of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be submitted/sent, in copy, containing the mention of conformity with the original under the signature of the representative, accompanied by the documents mentioned above regarding the identification of the shareholder and/or the legal representative, with 48 hours prior to the date for which the Extraordinary General Meeting

of the Shareholders was firstly convened, so as to be registered with the Company's registration desk until **10.03.2026, 11:00** hours (Romanian time), in a sealed envelope, clearly mentioning on the envelope with capital letters: *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*.

General powers of attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meeting.

General powers of attorney, accompanied by the related documents, may be sent also by email with qualified electronic signature, in compliance with Law No. 214/2024 regarding the use of electronic signature, time stamp and the provision of trust services based on them, as amended and supplemented, to the address info@sometra.ro, with 48 hours prior to the date for which the Extraordinary General Meeting of the Shareholders was firstly convened, clearly mentioning on the subject line *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*.

For the validity of the mandate, the proxy should be either an intermediary (pursuant to the provisions of art. 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, such as:

- (i) the proxy is a majority shareholder of the Company, or of another entity controlled by such shareholder;
- (ii) the proxy is a member of the administrative, management or supervisory body of the Company, of a majority shareholder or controlled entity by the respective shareholder;
- (iii) the proxy is an employee or an auditor of the Company or of a majority shareholder or controlled entity by the respective shareholder;
- (iv) the proxy is the spouse, relative or relative by affinity up to the fourth degree inclusively of one of the individuals referred to in paragraphs (i) – (iii).

The proxy cannot be substituted by another person save for this right was expressly granted by the shareholder in the power of attorney. 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 will submit to the Company an affidavit issued by the legal representative of the intermediary or by the 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 may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching a qualified electronic signature, if the case.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by a translation thereof prepared by a certified translator into Romanian or English.

The verification and validation of the general powers of attorney submitted with the Company will be made by the technical/ meeting secretary/secretaries appointed according to the law, him/they keeping the documents safely.

(b) The special powers of attorney

The special powers of attorney will indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

Starting with the publication of this convening notice, the form for the special power of attorney will be published on the Company's website, www.sometra.ro, and may be sent by the Company, through postal services or courier, to each of the shareholders who files a request in this respect.

There will be a single format for the special power of attorney for all items on the agenda.

The special powers of attorney may be granted to any person for the representation within the Extraordinary General Meeting of the Shareholders as of 12/13.03.2026 and contain specific voting instructions from the relevant shareholder for each item included on the agenda. In this case, the provisions of art. 125 para. (5) of the Companies Law are not applicable.

After filling in and signing the special power of attorney for the representation of the shareholders in the Extraordinary General Meeting of the Shareholders, based on the form of the power of attorney made available by the Company, the special powers of attorney, accompanied by the documents mentioned above regarding the identification of the shareholder and/or the legal representative, will be submitted/sent to the Company's registered office, in copy, containing the mention of conformity with the original under the signature of the representative, 48 hours prior to the date for which the Extraordinary General Meeting of the Shareholders was firstly convened, according to the legal provisions, so as to be registered with the Company's registration desk **until 10.03.2026, 11:00 hours** (Romanian time), in a sealed envelope, clearly mentioning on the envelope with capital letters: *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*.

The special powers of attorney, filled in by the shareholders with their voting options ("For", "Against" or "Abstention"), signed, accompanied by the related documents, may also be sent via email, having attached qualified electronic signature, in compliance with Law No. 214/2024 regarding the use of electronic signature, time stamp and the provision of trust services based on them, as amended and supplemented, to the address info@sometra.ro, 48 hours prior to the date for which the Extraordinary General Meeting of the Shareholders was firstly convened, clearly mentioning on the subject line *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by a translation thereof prepared by a certified translator into Romanian or English.

When filling in the special powers of attorney, the shareholders are asked to consider that new items on the agenda of the Extraordinary General Meeting of the Shareholders or proposals of resolutions could be added, in which case the agenda will be updated and published in accordance with the applicable legal provisions. In this case, the special powers of attorney will be updated and made available through the means mentioned herein.

The verification and validation of the special powers of attorney submitted with the Company will be made by the technical/ meeting secretary/secretaries appointed according to the law, him/they keeping the documents safely.

(c) Vote by correspondence

The Company's shareholders registered on the reference date with the Shareholders' Registry kept by Depozitarul Central S.A. may also vote by correspondence, before the Extraordinary General Meeting of the Shareholders, by using the correspondence voting ballot.

There will be a single correspondence voting ballot for all items on the agenda, made available by the Company.

Starting with the publication of this convening notice, the correspondence voting ballot will be published on the Company's website, www.sometra.ro, and may be sent by the Company, through postal services or courier, to each of the shareholders who files a request in this respect.

The correspondence voting ballots, filled in by the shareholders with their voting options ("For", "Against" or "Abstention"), signed, in original, accompanied by the documents mentioned above regarding the identification of the shareholder and/or the legal representative, in copy containing the mention of conformity with the original under the signature of the representative, will be submitted/sent to the Company's registered office, in original, so as to be registered with the Company's registration desk **no later than 10.03.2026, 11:00 hours** (Romanian time), in a sealed envelope, clearly mentioning on the envelope *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*.

The correspondence voting ballots, filled in by the shareholders with their voting options ("For", "Against" or "Abstention"), signed, accompanied by the related documents, may also be sent via email, having attached qualified electronic signature, in compliance with Law No. 214/2024 regarding the use of electronic signature, time stamp and the provision of trust services based on them, as amended and supplemented, to the address info@sometra.ro, **until 10.03.2026, 11:00 hours** (Romanian time), clearly mentioning on the subject line *"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON 12/13.03.2026"*.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by a translation thereof prepared by a certified translator into Romanian or English.

When filling in the correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the Extraordinary General Meeting of the Shareholders or proposals of resolutions could be added, in which case the agenda will be updated and published in accordance with the applicable legal provisions. In this case, the correspondence voting ballots will be updated and made available through the means mentioned herein.

The correspondence voting ballots which are not registered as received to the Company's registration desk or which are not received via email until the aforementioned deadline shall not be counted for the quorum and voting majority to the Extraordinary General Meeting of the Shareholders.

The centralisation, verification and record keeping of the correspondence voting ballots submitted to the Company shall be made by the technical/ meeting secretary/secretaries appointed according to the law, who are/is going to keep the documents safely and will maintain confidentiality concerning the votes cast until the items on the agenda are submitted for voting in the Extraordinary General Meeting of the Shareholders.

If the quorum provided by law will not be met at the first convening on **12.03.2026**, the Extraordinary General Meeting of the Shareholders will be held at the second convening, which will take place on **13.03.2026, 12:00 hours**, in the same place and having the same agenda and reference date.

SOMETRA S.A.

Chairman of the Board of Directors

Christos Efsthadiadis

