

Purcari Wineries Public Company Limited

1 Lampousas Street, 1095, Nicosia, Cyprus

Tel: +373 22 856 035, Fax: +373 22 856 022

HE201949

Share capital: EUR 405,725.18

www.purcariwineries.com

PURCARI
WINERIES GROUP

To: Bucharest Stock Exchange (BVB)

cc: Cyprus Securities & Exchange Commission (CySEC), Romanian Financial Supervisory Authority (FSA) – Financial Instruments and Investments Sector

Current report

Report date: **20 November 2025**

Company name: **Purcari Wineries Public Company Limited**

Headquarters: **1 Lampousas Street, 1095, Nicosia, Cyprus**

Phone/fax no.: **+373 22 856 035/ +373 22 856 022**

Cyprus Trade Register Registration Number: **HE201949**

Subscribed and paid in share capital: **EUR 405,725.18**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange, International shares category**

Symbol: **WINE**

Notice of the Extraordinary General Shareholders' Meeting

Purcari Wineries Public Company Limited (the “Company”), based on the Resolution of the Board of Directors dated 19 November 2025, hereby convenes the Extraordinary General Shareholders' Meeting (the “EGSM”).

The EGSM is to be held at Doctor Iacob Felix 17-19, Sector 1, Bucharest, Romania, on 15 December 2025, at 10:00 local time.

The Notice to the EGSM and the Proxy Form are hereby attached. These documents are also available on the Company's website, at <https://purcariwineries.com/en/gsm/>, from where they may be downloaded.

The Notice and Proxy will also be published on 20 November 2025, in the Cypriot newspaper “Alithia” and in the Romanian newspaper “National”.

The Company encourages all shareholders to participate in the EGSM; the methods of participation are outlined in the Notice to the EGSM.

Anatol Belibov
Chief Financial Officer

PURCARI

WINERIES GROUP

To: All shareholders of Purcari Wineries Public Company Limited
Date: November 20, 2025
Subject: Notice of Extraordinary General Meeting of Shareholders

Dear Purcari shareholders,

Following the recent change in the shareholding structure, with Maspex acquiring a 72.5% stake through a voluntary takeover bid, the Company is entering a new phase which calls for a Board composition aligned with Purcari's strategic priorities going forward.

In this context, and as reflected in Items 1 to 3 of the Notice, Mr. Neil McGregor, Ms. Ana-Maria Mihaescu and myself have each notified the Board of our intention to retire from our positions as Non-Executive Directors, with effect from the close of the Extraordinary General Meeting. These changes support the transition to a governance structure aligned with the Company's future direction.

Furthermore, PricewaterhouseCoopers Ltd Cyprus, the statutory auditors appointed at the last AGM of the Company shareholders for the financial year ending 31 December 2025, has informed the Board of a conflict of interest arising from Non-Audit services provided to the Maspex Group and has therefore terminated its engagement as the Company's statutory auditors. To ensure continuity, independence, and high-quality oversight of the audit process, the Board proposes, as stated under Item 6 of the Notice, the appointment of KPMG Limited as external auditors for the financial year ending 31 December 2025.

We thank you for your continued trust and look forward to your participation at the Extraordinary General Meeting.

Sincerely,

Vasile Tofan
Chairman of the Board

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PURCARI WINERIES PUBLIC COMPANY LIMITED (the “Company”)***NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS***

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”, “EGM”) of the shareholders of the Company will be held at the Doctor Iacob Felix 17 – 19, Sector 1, București, Romania, on December 15, 2025, at 10:00 local time, with the following agenda:

1. Pursuant to Regulation 104(c) of the Articles of Association of the Company, which provides that a Director may resign his or her office by notice in writing to the Company, the Board of Directors hereby informs shareholders that Mr. Vasile Tofan, Non-Executive Director, has tendered his voluntary resignation. His resignation will take effect at the conclusion of the Meeting, at which point he will retire from his position on the Board.
2. Pursuant to Regulation 104(c) of the Articles of Association of the Company, which provides that a Director may resign his or her office by notice in writing to the Company, the Board of Directors hereby informs shareholders that Mr. Neil McGregor, Non-Executive Director, has tendered his voluntary resignation. His resignation will take effect at the conclusion of the Meeting, at which point he will retire from his position on the Board.
3. Pursuant to Regulation 104(c) of the Articles of Association of the Company, which provides that a Director may resign his or her office by notice in writing to the Company, the Board of Directors hereby informs shareholders that Ms. Ana-Maria Mihaescu, Non-Executive Director, has tendered her voluntary resignation. Her resignation will take effect at the conclusion of the Meeting, at which point she will retire from his position on the Board.
4. Pursuant to Regulation 110 of the Articles of Association of the Company which provides that the General Meeting may, by ordinary resolution, appoint any person willing to act as a director to fill a vacancy on the Board, the Board of Directors calls this Extraordinary General Meeting for the election of three new persons as Non-Executive Directors. Pursuant to Regulation 108 of the Articles of Association of the Company, the abovementioned three new persons will either be recommended by the Board of Directors, or proposed by a shareholder or shareholders together holding or representing shares which in aggregate constitute or represent at least 5% in number of the votes carried or conferred by the shares giving a right to vote at general meetings (a “Qualified Shareholder”), with effect from the conclusion of the Meeting.

The proposed appointments will follow the voluntary resignations (retirements) of the three incumbent Non-Executive Directors who will step down from the Board at the conclusion of the Meeting, as per points (1) – (3) of this Notice.
5. In accordance with Regulation 109 of the Articles of Association of the Company, the particulars of the three persons recommended or proposed for appointment as per point (4) of this Notice will be made publicly available with a second notice to all shareholders published not less than three days prior to the date of the General Meeting.
6. The Board of Directors proposes the appointment of KPMG Limited as the independent auditors of the Company and of the Group for the financial year ending 31 December 2025, and further proposes that the Board of Directors be authorized to fix their remuneration for the same financial year.

7. Approval of the date of December 03, 2025 as the registration date and of the date of December 04, 2025 as the "*ex-date*" date, in accordance with the applicable legal provisions, for determining the shareholders on whom the effects of the adopted decisions are reflected.
8. The empowerment of Mr. Anatol Belibov to fulfil all the legal formalities, to sign all the legal documents necessary for the submission of the decision of the General Shareholders' Meeting to the relevant authorities, to ensure its registration and publication, as well as all the legal acts necessary for the fulfilment of this decision.

Dated: November 20, 2025

.....
Eleni Petrou
For and on behalf of INTER JURA CY (SERVICES) LIMITED
Secretary

Notes to the Notice of the Extraordinary General Meeting

ENTITLEMENT TO PARTICIPATE IN THE MEETING

- (1) Any person appearing as a member in the register of members of the Company on the record date (a “**Member**”) is entitled to attend the Meeting. The **record date** for determining the right to attend the Meeting is **December 3, 2025**.
- (2) A Member of the Company entitled to attend at the Meeting is entitled to participate in person (by the legal representative or by proxy, or by correspondence). A member can appoint one or more proxies to attend and, where applicable, vote instead of him/her/them. Such proxy need not be a Member of the Company.

Joint holders may elect one of the joint holders to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.

- (3) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.
- (4) The instruments for appointing a proxy are available on the Company's website (<https://purcariwineries.com/>). The signed instrument(s) must be deposited (together with the power of attorney or other authority (if any) under which they are signed, or a notarial certified copy of such power of authority) at the registered office of Company (1 Lampousas street, P.C. 1095, Nicosia, Cyprus) or send by facsimile to +357 22 779939 or send by an electronic message to g.ioannou@chrysostomides.com.cy **at least 48 hours before the time of the Meeting**.

Members are urged to confirm that the proxy form has been received by calling Mr. George Ioannou on +357 22 777000 or by email at g.ioannou@chrysostomides.com.cy

- (5) The proxy can be an individual or a legal person. A legal person, appointed as proxy, shall, by resolution of its directors or other governing body, authorise such natural person(s) as it thinks fit to act as its representative at the Meeting. Such natural persons are required to carry with them a certified copy of the resolution from which they derive their authority.

Correspondence voting

A shareholder may vote by correspondence in the following way: the shareholder should complete and sign the form of proxy indicating his/her/their choices and appoint as his/her/their proxy the Chairman of the Extraordinary General Meeting. In such a case, the Chairman will vote at the poll in accordance with the shareholder's wishes. If, on the other hand, the shareholder completes and signs the form of proxy and appoints as his/her/their proxy the Chairman of the Extraordinary General Meeting but leaves blank in whole or in part the form of proxy in relation to the choices provided, the Chairman may vote on behalf of the shareholder as the Chairman wishes.

The shareholder must send the signed proxy to the Company, as described in note (4) above.

- (6) The instrument, appointing a proxy, must be in writing under the hand of the appointer or of his/her/their attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.
- (7) Members and/or their proxies, who will attend the Meeting, are requested to carry with them their identity card or other proof of identification.
- (8) Submission of an instrument, appointing a proxy, does not preclude a Member from attending and voting at the Meeting in person if he/she/they so wish, in place of the proxy or proxies that he/she/they have appointed via instrument.

- (9) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the Meeting. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.
- (10) No Member shall be entitled to vote at the Meeting unless all calls or other sums presently payable by him/her in respect of shares he/she holds in the Company have been paid.

VOTING PROCEDURES

- (11) Resolutions put to the vote at the Meeting shall be decided by poll.
- (12) A poll demanded by the chairman or on a question of adjournment is taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of a poll. The demand for a poll may be withdrawn.
- (13) On a poll every Member present in person or by proxy has one vote for each share of which he/she/they are the holder or he/she/they represent. On a poll a Member entitled to more than one vote need not use all of his/her/their votes or cast all the votes he/she/they use in the same way.
- (14) An ordinary resolution is passed by a simple majority of the votes cast by Members entitled to vote at the Meeting who participate in person or by proxy by correspondence vote. The chairman of the Meeting does not have a second or casting vote.

STATUTORY RIGHTS OF MEMBERS

- (15) Pursuant to section 128C of the Companies Law, Members have the right to ask questions relating to items on the agenda and to have such questions answered by the Company, subject to any reasonable measures the Company may take to confirm the identity of the Member concerned. An answer does not have to be given in any of the following circumstances: (a) if it would unduly interfere with preparation for the meeting or confidentiality or business interests of the Company, or (b) if an answer has already been given on the Company's website in the form of "Questions and Answers" or (c) if the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.
- (16) Members may submit questions to the Company in advance of the Meeting, in writing, by letter or electronic message sent to the addresses specified in paragraphs (17) and (18) above. Questions must be accompanied by evidence of the Member's shareholding and must reach the Company **at least 4 working days before the Meeting**. Answers to any such questions will be provided during the Meeting, unless one of the above-mentioned circumstances applies so that an answer does not need to be given.

OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS

- (17) As of November 20, 2025, the total issued share capital of the Company is EUR 405,725.18 divided into 40,572,518 ordinary shares of EUR 0.01 each. Ordinary shares carry one voting right each.
- (18) A copy of this Notice setting out the resolutions that will be put to the vote at the Meeting, the form of the instrument to be used for the appointment of a proxy are available on the Company's website at <https://purcariwineries.com/en/gsm/> as from November 20, 2025, 18:00 EET. Hard copies may also be collected from the Company's Registered Office.

PURCARI

WINERIES GROUP

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PURCARI WINERIES PUBLIC COMPANY LIMITED (the "Company")

FORM OF PROXY

To: PURCARI WINERIES PUBLIC COMPANY LIMITED
Address: 1 Lampousas Street, 1095 Nicosia, Cyprus

I/We.....
.....,
of
with I.D. No. / Registration No., being a member/s of PURCARI
WINERIES PUBLIC COMPANY LIMITED,
hereby appoint

.....
,
of
with I.D. No. / Registration No.
.....,

or failing him/her/it,
.....
,
of
with I.D. No. / Registration No.
.....,

as my/our proxy to vote on my/our behalf at the **Extraordinary General Meeting** of PURCARI
WINERIES PUBLIC COMPANY LIMITED, to be held at the Doctor Iacob Felix 17 – 19, Sector 1, București,
Romania, on December 15, 2025, at 10:00 local time local time, and at any adjournment thereof.

My/our proxy is authorized to vote as such proxy thinks fit, unless the method of voting is indicated below.

Indication of manner of voting

1.	Appointment of the independent auditors KPMG Limited as the auditors of the Group and of the Company for the financial year ending 31 December 2025 and authorization to the Board of Directors to fix their remuneration for the same financial year. [Item 6 on EGSM Notice].	For: Against: Abstain:
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Please note that in case more than one option (For, Against, Abstain) is selected in respect of each item to be voted for, that vote will be null and void.

Date.....

Shareholder's Signature.....

Communication details of shareholder: Tel.....

Fax.....

Communication details of proxy: Tel.....

Fax.....

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- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his/her behalf. The proxy need not be a member of PURCARI WINERIES PUBLIC COMPANY LIMITED and it can be a natural or legal person. A legal person appointed as proxy shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the meeting. Members and/or their proxies who will attend the Meeting are requested to carry with them their identity card or other proof of identification.
 - The Instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a corporation, it must be under seal or signed by an officer or a duly authorised attorney of the corporation.
 - The signed form of proxy (and the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy thereof) must be received at the Registered Office of PURCARI WINERIES PUBLIC COMPANY LIMITED, at 1 Lampousas Street, 1095 Nicosia, Cyprus, not later than 48 hours before the time appointed for holding the meeting.
 - The record date for determining the right to attend and vote at the meeting is **December 3rd, 2025**.
 - Members are urged to confirm that proxy forms sent to the Company have been duly received by calling + 357 22 777000 or emailing g.ioannou@chrysostomides.com.cy.
 - Individuals appointed as representatives of proxies who are legal persons are required to carry with them a certified copy of the resolution from which they derive their authority.
 - Correspondence voting: A shareholder may vote by correspondence in the following way: The shareholder should complete and sign the form of proxy indicating his choices and appoint as his/her proxy the Chairman of the Extraordinary General Meeting. In such a case, the Chairman will vote at the poll in accordance with the shareholder's wishes. If, on the other hand, the shareholder completes and signs the form of proxy and appoints as his/her proxy the Chairman of the Extraordinary General Meeting but leaves blank in whole or in part the form of proxy in relation to the choices provided, the Chairman may vote on behalf of the shareholder as the Chairman wishes. The signed proxy, notarised or legalised by apostille, must be deposited at the registered office of Company (1 Lampousas street, P.C. 1095, Nicosia, Cyprus) or send by facsimile to +357 22 779939 or send by an electronic message to g.ioannou@chrysostomides.com.cy at least 48 hours before the time of the Meeting.
 - Members are urged to confirm that the proxy form has been received by calling Mr. George Ioannou on +357 22 777000 or by email at g.ioannou@chrysostomides.com.cy.
 - In the case of joint holders, they may elect one of the joint holders to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.