

## CURRENT REPORT

### According to Law 24/2017 and ASF Regulation no. 5 / 2018

Date of the report: 29.04.2025

Name of the commercial company: COMELF SA

Registered office: Bistrita, str. Industriei no. 4

Telephone / fax number: 0263.234.462; 0263.238.092

The unique registration code at the Trade Registry Office: 568656

Order number in the Trade Register: J06/02/1991

Subscribed and paid-up capital: 13,036,325.34 lei

The regulated market on which the issued securities are traded: BVB

Reported event: The execution of the AGOA on April 29, 2025.

The Ordinary General Meeting of COMELF SA Shareholders met on April 29, 2025, at the first call, at the company's registered office, according to the provisions of the Constitutive Act and Law no. 31/1990 (republished), with subsequent amendments and additions, of the provisions of Law no. 24/2017 (republished) as well as of the A.S.F. Regulation. no. 5/2018, in a quorum of 83,8357% of the total of 22,476,423 voting rights related to the 22,476,423 shares issued by the company COMELF S.A., which represents a total number of 18,843,268 valid votes cast from the share capital.

Meeting the quorum provided for in art. 17 of the company's Articles of Association, namely, at least one-fourth of the total number of voting rights, the meeting was legally constituted and it was moved to the presentation, debate and voting of the items provided in the agenda of the meeting, as announced in the notice published in the local newspaper Rasunetul of March 27, 2025, Official Gazette no. 1499 part IV of March 27, 2025, Bursa newspaper no. 55 of March 27, 2025 and the COMELF website.

The Ordinary General Meeting of COMELF SA Shareholders approved/decided the following:

1. The report of the Board of Directors, the Report of the independent financial auditor and the discharge of management of the Board of Directors, its president and the general director of the company for the year 2024.

The financial position situation for 2024 with its annexes and accounting policies for 2024, respectively:

- Total immobilized assets	76.161.853 lei
- Total current assets	81.648.526 lei
Total assets	157.810.379 lei
- Total equity	81.136.726 lei
- Long-term debts	10.106.123 lei
- Total current liabilities	66.567.530 lei
Total debts	76.673.653 lei
Total equity and liabilities	157.810.379 lei

The situation of the global result for the year 2024, respectively:

- Operating income	168.445.923 lei
- Operating expenses	155.761.895 lei
- Operating profit	12.684.028 lei
- Financial income	294.982 lei
- Financial expenses	3.210.033 lei
- Financial loss	2.915.051 lei
- Profit before taxation	9.768.977 lei
- Net profit	8.990.433 lei

**Voting structure: [100]% for, from the votes cast by the shareholders who attended the meeting, [0]% against, from the votes cast by the shareholders who attended the meeting, [0]% abstention, from the votes cast by the shareholders who attended the meeting.**

2. The distribution of net profit of 8,990,433 lei for the year 2024, as follows:

- Dividends	5,605,168 lei
- Other reserves (reinvested profit facility)	3,385,265 lei

As such, the dividend to be granted in 2024 is 0.249 lei gross, the distribution to be made through the Central Depository to BRD units, starting with 19.06.2025, the payment date, according to the regulations in force.

**Voting structure: [100]% for, from the votes cast by the shareholders who attended the meeting, [0]% against, from the votes cast by the shareholders who attended the meeting, [0]% abstention, from the votes cast by the shareholders who attended the meeting.**

3. Revenue and expenditure budget for 2025, respectively:

- Total revenues	€ 35,921,398 178,888,560 lei equivalent
- Total expenses	€33,973,017 169,185,627 lei equivalent
- Gross profit	€1,948,380 9,702,933 lei equivalent

**Voting structure: [100]% for, from the votes cast by the shareholders who attended the meeting, [0]% against, from the votes cast by the shareholders who attended the meeting, [0]% abstention, from the votes cast by the shareholders who attended the meeting.**

4. Investment program for 2025 in a total value of €1,510,150, for acquisitions.

**Voting structure: [100]% for, from the votes cast by the shareholders who attended the meeting, [0]% against, from the votes cast by the shareholders who attended the meeting, [0]% abstention, from the votes cast by the shareholders who attended the meeting.**

5. For the year 2025 and the beginning of 2026, until the ordinary AGOA in April 2026, the general director and the economic director have the following competences for hiring banking products, respectively:

a) Establishes the company's maximum debt ceiling through bank loans/leasing (ongoing lending facilities plus facilities that will be contracted in the period 2025-2026), at a maximum value of EUR 8,000,000. Approve and ratify the existing facilities including all real estate/movable guarantees established or to be established to secure the respective facilities, assignments of present and future debt rights, assignments related to current and future availabilities, resulting from current accounts and assignments of the resulting rights from insurance policies.

b) Within the limit of the ceiling approved in letter a, all the documents concluded by the General Director Gheorghe Cenusă and the Economic Director Dana Tatar on behalf of the company are ratified, and their mandate is further reconfirmed in order to negotiate and sign any new credit/leasing contracts, as well as the establishment of any guarantee on the company's assets. Also within the limit of the approved ceiling, the two directors will be able to negotiate and sign any subsequent amendments to these contracts, as well as any amendments to the contracts already in progress, including additional documents for increasing, decreasing or extending credit, approving subordination contracts and subsequent amendments, currency transaction contracts of the "Master Agreement" type, withdrawal requests or any types of documents issued by the bank, as well as any other necessary or useful documents in order to manage the company's credit relationship.

The board of directors is authorized to analyze and approve the modification of the competences that can be employed by the company, at its request.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

6. The Remuneration Report of the members of the Board of Directors for the year ended December 31, 2024.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

7. Extension of the mandate of G2 EXPERT SRL from Dej, as independent financial auditor and of ACON AUDIT SRL from Ploiesti, as internal financial auditor of COMELF S.A., for a period of 1 year, from the date of expiry of the current mandate.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

8. The general director of the company, Mr. Eng. Cenusă Gheorghe, is empowered to complete all the formalities regarding the registration of the AGOA decision at the Bistrita - Nasaud Trade Registry Office, the publication of the decision in the Official Gazette and the signing of the AGOA implementation report.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

9. The registration date is 29.05.2025. In accordance with Art. 86 para. 1 of Law 24 / 2017, the date serves to identify the shareholders on whom the decisions of the General Meeting of Shareholders apply. The date of 28.05.2025 is established as ex date, according to ASF Regulation no. 5 / 2018.

**Voting structure: [100]% for, of the votes cast by the shareholders who attended the meeting, [0]% against, of the votes cast by the shareholders who attended the meeting, [0]% abstention, of the votes cast by the shareholders who attended the meeting.**

General Manager,  
Eng. Cenusă Gheorghe