

RENEWABLE HOLDING MANAGEMENT S.A. (former Concifor S.A.)
Bucharest 1st District, 10 Montreal Street, 2nd Floor
Trade Registry No.: J2023011936405
Sole registration code: RO 1152635
Subscribed and Registered Share Capital: 478,470 LEI
Phone: +40 758 839 312
Fax: +04 338 401 381
Email: concifor_buzau@yahoo.com
Website: www.esgholdings.ro/.

CONVENING NOTICE

The Board of Directors of **RENEWABLE HOLDING MANAGEMENT SA**, a company with its registered office in Bucharest, 1st District, 10 Montreal Street, 2nd Floor, registered with the Trade Registry under no. J2023011936405, CUI RO 1152635 (hereinafter referred to as the "**Company**"), legally represented by Adrian-Zorel Mateiu, as Chairman and member of the Board of Directors, in accordance with the provisions of Law 31/1990 on companies ("**Law 31/1990**"), Law 24/2017 ("**Law 24/2017**"), ASF Regulation no. 5/2018 ("**Regulation 5/2018**") and with the provisions of the Company's Articles of Incorporation, convenes to the address in Bucharest, 1-3 Magheru Blvd., 7th floor, 1st District:

Ordinary General Meeting of Shareholders ("OGMS"), for 28.05.2026, 11.00 a.m. All shareholders registered in the Shareholders' Registry at the end of **13.05.2026, which is the reference date ("Reference Date")**, have the right to participate and vote at the Ordinary General Meeting. In the event the legal quorum conditions are not met at the first call, the Ordinary General Meeting is reconvened for **29.05.2026, 11.00 a.m.**, at the address in Bucharest, 1-3 Magheru Blvd., 7th floor, 1st District, with the same agenda and Reference Date.

and

Extraordinary General Meeting of Shareholders of the Company ("EGMS"), for 28.05.2026, at 12.00. All shareholders registered in the Shareholders' Registry at the end of **13.05.2026, which is the reference date ("Reference Date")**, have the right to participate and vote in the extraordinary general meeting. In the event that the legal quorum conditions are not met at the first call, the Extraordinary General Meeting is reconvened for **29.05.2026, 12.00**, at the address in Bucharest, 1-3 Magheru Blvd., 7th floor, 1st District, with the same agenda and Reference Date.

ORDINARY GENERAL MEETING OF SHAREHOLDERS

has the following AGENDA:

1. Presentation and approval of the annual financial statements, balance sheet and profit and loss account, prepared as of 31.12.2025, based on the Report of the Board of Directors and the Report of the Financial Auditor;
2. Discharge of the Board of Directors, for the financial year 2025;
3. Presentation and approval of the income and expenditure budget for 2026;
4. Approval of the date of 17.06.2026, as the registration date ("**Registration Date**"), in accordance with the provisions of art. 2 para. (2) letter f) of ASF Regulation no. 5/2018 and the date of 16.06.2026, ex-date;
5. Approval of the empowerment of the Chairman of the Board of Directors and/or the General Manager, with the possibility of substitution, for the execution of all the necessary documents

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for the fulfillment of the resolution of the Ordinary General Meeting of Shareholders and of all formalities provided by law for its registration with the Trade Registry, Bucharest Stock Exchange, or wherever necessary, according to the adopted resolutions.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

has the following AGENDA:

- 1. Approval of the revocation of the provisions contained in items 2, 3 and 4 of the Resolution of the Extraordinary General Meeting of Shareholders of Renewable Holding Management SA dated 06.11.2025.**
- 2. Approval of the increase of the share capital by a maximum of RON 1,700,000, from the current level of the share capital of RON 478,470 to the maximum level of RON 2,178,470 by cash contribution, by issuing a number of 17,000,000 new, nominative and dematerialized shares, with a nominal value of RON 0.1 per share, under the following conditions:**
 - (a) The increase in the share capital is justified by the Company's intention to ensure its financial stability and to strengthen its position on the market.
 - (b) The increase of the share capital is represented by the subscription based on preference rights, at a nominal value of RON 0.1 per share, at a subscription price equal to the nominal value, respectively RON 0.1/share, without share premium, for the benefit of the shareholders registered in the Shareholders' Registry kept by Depozitarul Central S.A. on the registration date, which will be established by the Extraordinary General Meeting of Shareholders according to item 3 on the agenda (hereinafter referred to as "**Registration Date**").
 - (c) The total value of the subscriptions will be a maximum of 1,700,000 LEI, this amount representing contribution to the Company's share capital.
 - (d) In order to maintain the shareholdings, the increase of the share capital will be carried out with granting the right of preference of cash contribution to the persons acting as shareholders, registered in the Shareholders' Registry on the Registration Date, proportional to the number of their own shares on the latter date, as provided in this regard by the provisions of art. 216 para. (1) of Law 31/1990, corroborated with art. 2, para. (2), letter k) of Regulation 5/2018 on issuers of financial instruments and market operations.
 - (e) According to Regulation 5/2018, the number of the issued preference rights is equal to the number of shares registered in the issuer's registry on the Registration Date.
 - (f) To this end, each shareholder registered on the Registration Date in the Shareholders' Registry kept by Depozitarul Central S.A. will have a number of preference rights equal to the number of shares held by that shareholder (and registered in the Shareholders' Registry of the Company, kept by Depozitarul Central S.A., on the Registration Date).
 - (g) The subscription period for the newly issued shares pursuant to the exercise of the preemptive rights shall be 30 calendar days, starting with the first working day after the

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date of publication of the Prospectus approved by the A.S.F., between 10:00 and 17:00, except for the last working day, when the subscription period ends at 13:00.

- (h) Given that the new shares have not been fully subscribed during the period of exercise of the right of preference, after the expiry of the term referred to in point (g) above, the shares remaining unsubscribed will be cancelled by the Decision of the Board of Directors, which will ascertain the actual results of the increase of the share capital and which will approve the amendment of the articles of incorporation, following that the value of the share capital increase to be determined in relation to the shares actually subscribed.
- 3. Approval of the date of 17.06.2026 as the Registration Date for the identification of the shareholders on whom the effects of the Resolution of the Extraordinary General Meeting of Shareholders on the increase of the share capital are reflected, of the date of 16.06.2026 as ex-date, representing the date from which the Company's shares are traded without the rights deriving from the aforementioned resolution and of the date of 18.06.2026 as the payment date;**
- 4. Approval of the empowerment of the Board of Directors of the Company in order to fulfill any and all the necessary formalities for the fulfillment of this resolution, including, but not limited to, drafting and signing, in the name and on behalf of the Company, of all necessary and/or appropriate documents for/in connection with the implementation of the above-mentioned capital increase, including according to the provisions of art. 114 (1) of Law 31/1990, to approve the effective increase of the share capital according to the subscriptions and payments made within the subscriptions based on the right of preference of the shareholders existing on the Reference Date, the update of the articles of incorporation following the increase of the share capital, the completion of the share capital increase procedure, and the completion of any formalities for the implementation and registration of the share capital increase with the competent authorities;**
- 5. Approval of the power of attorney of the following persons:**
- (i) Bohâlțeanu Ionuț;
 - (ii) Călin-Dinu Anda-Laura;
 - (iii) Costache Andreea-Jessica;

in order to represent the Company together and/or separately and to take all the necessary measures in order to implement this resolution, in accordance with the legal provisions in force, respectively to sign in the name and on behalf of the Company all the necessary documents for the implementation of this resolution, including the updated/amended Articles of Incorporation of the Company, to represent the Company before the competent Trade Registry in order to register the resolution, as well as in front of any other institutions and/or Trade Registry authorities, to submit any documents/applications and to pick up the original documents issued by the Trade Registry, as well as to carry out any other necessary operations even if they are not expressly provided for by the resolution.

As a general rule, for the validity of the resolutions of the Ordinary General Meeting and the Extraordinary General Meeting, the presence of shareholders holding at least a quarter of the total

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number of voting rights is required at the first call. At the second call, in the case of Ordinary General Meetings, the meeting that will meet may deliberate on the items on the agenda of the first meeting, regardless of the reached quorum, taking decisions with a majority of the votes cast.

The resolution to increase the share capital is taken with a majority of at least two-thirds of the voting rights held by the shareholders present or represented.

Shareholders' right to participate in general meetings

Shareholders registered in the Shareholders' Registry kept by Depozitarul Central S.A. on the Reference Date may participate in the OGMS and EGMS in person, through legal representatives (in the case of legal entities) or through a representative based on special power of attorney or general power of attorney, or they can vote by correspondence (by written voting form or by electronic means). Shareholders may be assisted by lawyers/legal advisors at the general meeting of shareholders.

The access of the entitled shareholders to participate, respectively the shareholders registered in the Shareholders Registry on the Reference Date, to the General Meeting of Shareholders is allowed by the simple proof of their identity, made, in the case of natural person shareholders who participate personally, with their identity document or, and in the case of legal entities and shareholders who are natural persons represented, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions and the provisions contained in this convening notice.

In the case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is ascertained based on the list of shareholders as of the Reference Date in the Shareholders' Registry and the identity document of the legal representative. If the Shareholders' Registry on the Reference Date does not contain data regarding the capacity of the legal representatives, this capacity shall be proven by a ascertaining certificate issued by the Trade Registry, presented in original, or a true copy of the original, issued no more than 30 days before the date of publication of the convening notice of the General Meeting of Shareholders.

Shareholders who lack the capacity to exercise their rights, as well as legal persons, may be represented by their legal representatives, who in turn may give power of attorney to other persons. The shareholders natural or legal persons registered on the Reference Date may be represented in the Ordinary General Meeting of Shareholders, respectively in the Extraordinary General Meeting of Shareholders by other persons based on a special power of attorney in this regard.

For this type of vote, the special power of attorney forms must be used, which shall be made available by the Board of Directors of the Company, or a general power of attorney, drafted in accordance with the provisions of Law 24/2017 and ASF Regulation no. 5/2018.

The shareholders shall complete and sign the special powers of attorney in three original copies: one for the shareholder, one for the representative and one for the Company. The copy for the Company, completed and signed, shall be submitted in person or shall be sent:

- by any form of courier in original, together with the accompanying documents to the convening address, so that it can be registered with the Company no later than 48 hours prior to (a) the Ordinary General Meeting of Shareholders convened on 28.05.2026, 11.00 a.m., respectively **until 26.05.2026, 11:00 a.m.**, under penalty of loss of voting rights, respectively

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(b) to the Extraordinary General Meeting of Shareholders convened on 28.05.2026, 12.00 p.m., respectively **until 26.05.2026, 12:00 p.m.**, under penalty of losing the right to vote, respectively

- by e-mail with an advanced electronic signature, in accordance with Law no. 214/2024 on the use of electronic signatures, timestamps and the provision of trust services based on them, as well as ASF regulations, to the address *concifor_buzau@yahoo.com* 48 hours prior to (a) the Ordinary General Meeting of Shareholders convened on 28.05.2026, 11.00 a.m., respectively **until 26.05.2026, 11:00 a.m.**, under penalty of loss of voting rights, respectively (b) the Extraordinary General Meeting of Shareholders convened on 28.05.2026, 12.00 p.m., respectively **until 26.05.2026, 12:00 p.m.**, under penalty of loss of voting rights.

The Company shall accept a general power of attorney, issued for a maximum period of three years, for participation and voting at the General Meeting of Shareholders, given by a shareholder, as a client, to an intermediary defined according to art. 2 para. (1) item 19 of Law 24/2017, or to a lawyer, without requesting other additional documents regarding the respective shareholder, if the general power of attorney complies with the provisions of art. 105, para. (13) of Law 24/2017, is signed by the respective shareholder and is accompanied by a statement given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, which shows that:

- (i) the power of attorney is granted by the respective shareholder, as a 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 an advanced electronic signature, if applicable.

The statement given by the legal representative of the intermediary or by the lawyer who received the power of attorney by general power of attorney must be submitted to the address of the OGMS, respectively of the EGMS in original, signed and, as the case may be, stamped, together with the general power of attorney, no later than 48 hours prior to (a) the Ordinary General Meeting of Shareholders convened on 28.05.2026, 11.00 a.m., respectively **until 26.05.2026, 11:00 a.m.**, under penalty of loss of voting rights, respectively (b) the Extraordinary General Meeting of Shareholders convened on 28.05.2026, 12.00 p.m., respectively **until 26.05.2026, 12:00 p.m.**, under penalty of loss of voting rights, in case of first use.

The shareholders may not be represented in the OGMS and EGMS, based on a general power of attorney, by a person who is in a situation of conflict of interest, in accordance with the provisions of art. 105 para. (15) of Law 24/2017.

The general powers of attorney are submitted to the meeting's address 48 hours prior to (a) the Ordinary General Meeting of Shareholders convened on 28.05.2026, 11.00 a.m., respectively **until 26.05.2026, 11:00 a.m.**, under penalty of loss of voting rights, respectively (b) the Extraordinary General Meeting of Shareholders convened on 28.05.2026, 12.00 p.m., respectively **until 26.05.2026, 12:00**, under penalty of loss of the right to vote, in case of first use, in a notarized copy or including the mention of conformity with the original, under the signature of the representative.

Voting by correspondence

Shareholders have the opportunity to vote by correspondence prior to the General Meeting of

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Shareholders, by using the correspondence voting ballots made available by the Company.

Under penalty of losing the voting right, the correspondence voting ballots completed and signed by the shareholders, together with all accompanying documents, shall be sent to the meetings' address of the General Shareholders' Meeting to be registered **no later than 26.05.2026, 11:00 a.m. (for the OGMS), respectively no later than 26.05.2026, 12:00 p.m. (for the EGMS)**, as follows:

- (i) by any form of courier, the ballot paper will be sent by correspondence in original, on paper;
- (ii) by e-mail with an advanced electronic signature, according to Law no. 214/2024 on the use of electronic signatures, timestamps and the provision of trust services based on them, as well as ASF regulations, to the address at *concifor_buzau@yahoo.com*.

The correspondence voting ballot shall be sent together with the following documents:

- (i) in the case of individual shareholders, the requests must be accompanied by a copy of the identity document and the account statement showing the status of shareholder and the number of shares held, issued from the Shareholders' Registry;
- (ii) in the case of legal person shareholders, it must be accompanied by an account statement issued from the Shareholders' Registry showing the status of shareholder and the number of shares held together with documents certifying the registration of the information regarding the legal representative in the Shareholders Registry, as well as a copy of the identity document of the legal representative.

In the event the Shareholders' Registry does not contain data regarding the capacity of legal representative, this capacity shall be proven by an ascertaining certificate issued by the Trade Registry, presented in original or a certified copy of the original, issued no more than 30 days prior to the date of publication of the convening notice of the General Meeting, certifying the capacity of legal representative.

In the event that the shareholder who cast his vote by correspondence participates personally or through a representative at the General Meeting, the vote cast by correspondence will be cancelled. In this case, only the vote cast in person or through a representative will be taken into account.

If the person who represents the shareholder by participation in the General Meeting is other than the one who cast the vote by correspondence, then for the validity of his vote he will present at the meeting a written revocation of the vote by correspondence signed by the shareholder or by the representative who cast the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the General Meeting.

Shareholders' right to introduce new items on the agenda of the General Meeting and to make proposals for resolutions regarding existing or proposed items to be included on the agenda

According to the provisions of art. 117¹ para. (1) of Law no. 31/1990 and art. 105 para. (3) of Law no. 24/2017, one or more shareholders representing, individually or jointly, at least 5% of the Company's share capital, may request the Company's Board of Directors to introduce additional items on the agenda of the General Meeting and/or to present draft resolutions for the items included or proposed to be included on the agenda of the General Meeting, in compliance with the following conditions:

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- (i) in the case of individual shareholders, the requests must be accompanied by a copy of the identity document and the extract ascertaining its status as shareholder and the number of shares held, issued from the Shareholders' Registry;
- (ii) in the case of legal person shareholders, the requests must be accompanied by an extract issued from the Shareholders' Registry ascertaining its status as shareholder and the number of shares held together with documents certifying the registration of the information regarding the legal representative in the Shareholders' Registry and a copy of the identity document of the legal representative.

If the Shareholders' Registry does not contain data regarding the capacity of legal representative, this capacity is proven by an ascertaining certificate issued by the Trade Registry, presented in original or a certified copy of the original, issued no earlier than 30 days as of the date of publication of the convening notice of the General Meeting, certifying the capacity of legal representative.

- (iii) be accompanied by a justification and/or a draft resolution proposed for approval;
- (iv) to be sent and registered at the meetings' address, by any form of courier, with acknowledgement of receipt within 15 days from the publication of the convening notice in the Official Gazette according to art. 1171 para. (2) of Law 31/1990, in original, signed and, as the case may be, stamped by the shareholders or their legal representatives.

In cases where the exercise of the shareholders' right to introduce items on the agenda leads to the modification of the agenda of the EGMS, respectively the OGMS, the Company will make available an amended agenda, using the same procedure as the one used for the agenda established by this convening notice, before the Reference Date of the OGMS, respectively the EGMS. The amended convening notice, including the agenda completed with the items proposed by the shareholders or by the Board of Directors of the Company, will be published at least 10 days before the holding date of the OGMS, respectively the EGMS.

Shareholders' right to ask questions on the agenda

The shareholders may ask questions to the Company, through a document that will be sent and registered at the meetings' address, by any form of courier, with acknowledgement of receipt, in original, signed and, as the case may be, stamped by the shareholders or their legal representatives, in 15 days as per the publication of this convening notice in the Official Gazette of Romania, Part IV.

The document containing the questions must be accompanied:

- (i) in the case of individual shareholders, the requests must be accompanied by a copy of the identity document and the account statement certifying the status of shareholder and the number of shares held,
- (ii) in case of legal entity shareholders, the request must be accompanied by an account statement certifying the status of shareholder and the number of shares held together with documents certifying the registration of the information regarding the legal representative at Depozitul Central S.A., as well as a copy of the identity document of the legal representative.

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The Company can respond by posting the answer on its website, or during the General Meeting.

On the date of the meeting, the Company's share capital is RON 478,470 and consists of 4,784,700 registered shares, dematerialized, with a nominal value of RON 0.1, each share giving the right to one vote in the General Meeting of Shareholders of the Company, except for those for which the right to vote is suspended according to the law.

The convening notice, the total number of shares and voting rights on the date of the call, the special proxy forms, the correspondance ballot papers, the annual financial statements, the report of the Board of Directors and the report of the financial auditor, the statements of the responsible persons, the statement regarding the corporate governance, the income and expenditure budget for 2026, as well as the draft resolutions of the Ordinary General Meeting and the Extraordinary General Meeting, respectively, will be available on the Company's website (www.esgholdings.ro), and/or at the address of the OGMS and EGMS starting with 27.04.2026, on working days, between 09.00-17.00.

At the Company's headquarters, shareholders can request any other information regarding issues included on the agenda, every working day, between 09:00-17:00, starting with 27.04.2026.

The Chairman of the Board of Directors,

Adrian-Zorel Mateiu
