



**CONVENING NOTICE OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF CRIS-TIM FAMILY HOLDING S.A.**

The Board of Directors of **CRIS-TIM FAMILY HOLDING S.A.**, registered with the Trade Register under no. J2000000991296, having unique registration code 13533870, with its registered office at 661 Gării Street, Filipeștii de Pădure Commune, Filipeștii de Pădure Village, Prahova County, Romania, having a subscribed and fully paid share capital of RON 80,600,000 (hereinafter referred to as the "Company"),

Pursuant to 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, as subsequently amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Regulation no. 5/2018**"), and the Company's Articles of Incorporation ("**Articles of Incorporation**"),

CONVENES

The Ordinary General Meeting of Shareholders (hereinafter referred to as the "OGMS") to be held at Courtyard by Marriott, DELTA Room, 2A Dimitrie Pompeiu Boulevard, Bucharest, Romania, on 09.03.2026, at 10:00 a.m., attended by all shareholders of the Company registered in the shareholders' register kept by Depozitarul Central S.A. as at the end of the day of 26.02.2026, established as the reference date (the "**Reference Date**") for this meeting. In the event that the quorum requirements are not met at the first convening, a second OGMS shall be held on 10.03.2026, at 10:00 a.m., at the same venue, with the same agenda and having the same Reference Date,

AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the appointment of Mr. Samir Marius Gazi, Legal Counsel of the Company, or, in his absence, Ms. Jeni Trifan, Chief Accountant of the Company, as secretary of the OGMS, and of the eVOTE team present in the meeting room, as technical secretary of the OGMS, the identification details of the secretaries being available at the Company's registered office.
2. Approval of the income and expenditure budget for the 2026 financial year, in accordance with the OGMS presentation materials.
3. Approval of the revocation of Mr. Răzvan Furtună from the position of member of the Company's Board of Directors, effective as of 09.03.2026.
4. Approval of the election of three new members to the Company's Board of Directors, from among the proposals submitted to the Company by the shareholders, for a mandate valid until 09.03.2030.

For the avoidance of any doubt, subject to and following the approval of this item on the agenda, the Company's Board of Directors shall be composed of five members. Mr. Radu Timiș and Mr.

Radu-Junior Timiș shall remain directors until the expiry of their respective mandates, namely 15.09.2027, while the other three members shall be those newly appointed by this OGMS, with mandates valid until 09.03.2030.

5. Approval of the Company's remuneration policy, in accordance with the OGMS presentation materials.
6. Approval of the determination of the remuneration of the members of the Board of Directors, in accordance with the Company's Remuneration Policy.
7. Approval of the appointment of KPMG Audit S.R.L. as the Company's auditor with respect to the sustainability reporting / sustainability statement prepared in accordance with the requirements of Directive (EU) 2022/2464 on corporate sustainability reporting (CSRD) and Commission Delegated Regulation (EU) No 5303/2023 on the European Sustainability Reporting Standards (ESRS) supplementing the CSRD Directive, as transposed into national legislation by Order of the Ministry of Public Finance No. 85/2024 on the regulation of matters relating to sustainability reporting ("OMFP 85/2024"), as well as the establishment of the duration of the audit contract for the sustainability statement at three (3) years, respectively for the financial years 2025, 2026 and 2027.
8. Approval of the establishment of the date of:
 - (i) 27.03.2026 as the registration date for identifying the shareholders upon whom the effects of the resolutions adopted by the OGMS shall be incumbent, in accordance with the provisions of Article 87 par. (1) of Law no. 24/2017;
 - (ii) 26.03.2026 as the "ex-date", calculated in accordance with the provisions of Article 2 para. (2) letter (L) of Regulation no. 5/2018;

As these matters are not applicable to this OGMS, the shareholders shall not decide on the other aspects referred to in Article 176 para. (1) of Regulation no. 5/2018, such as the guaranteed participation date and the payment date.

9. Approval of the empowerment of Mr. Radu-Junior Timiș, in his capacity as Chief Executive Officer, with the right to sub-delegate, to act in the name and on behalf of the Company, with full power and authority, to sign any documents, including, without limitation, the OGMS resolutions and the Company's Articles of Incorporation, to file and request the publication of the resolutions with the Official Gazette of Romania, Part IV, to collect any documents, to carry out any necessary formalities before the Trade Register Office, as well as before any other authority, public institution, legal entity or individual, and to perform any and all operations required for the implementation and enforceability of the resolutions to be adopted by the OGMS.

GENERAL INFORMATION REGARDING THE OGMS

These requirements below shall be supplemented by the applicable provisions set out in the Company's Policy on the Organization and Conduct of General Meetings of Shareholders,

available here: <https://investors.cristim.ro/wp-content/uploads/2025/10/Cris-Tim-Family-Holding-Policy-General-Meeting-of-Shareholders.pdf>.

I. Participation and Voting at the OGMS

Only shareholders registered in the Company's Shareholders' Register as at the Reference Date shall be entitled to attend and vote at the OGMS, in accordance with the legal provisions applicable to companies listed on the Main Market of the Bucharest Stock Exchange and the Company's Articles of Incorporation, either in person (through their legal representatives), by proxy (based on a special or general power of attorney), in compliance with the applicable legal provisions, online or by correspondence (based on a voting bulletin by correspondence).

Access to the OGMS and/or voting by correspondence by shareholders entitled to participate in the OGMS shall be permitted based solely on proof of identity, as follows: in the case of individual shareholders, by presenting an identity document, and in the case of legal entity shareholders, by presenting the identity document of the legal representative together with a copy of the certificate of incorporation (or any equivalent document) evidencing the current status, issued by the trade register or by any competent authority in the state in which the legal entity shareholder is duly incorporated, submitted in original or as a true copy. The documents evidencing the capacity of legal representative of the legal entity shareholder must be issued no more than 30 days prior to the Reference Date. Representatives of individual and/or legal entity shareholders shall be identified based on their identity document, accompanied by a special or general power of attorney signed, as applicable, by the individual shareholder or by the legal representative of the legal entity shareholder, as well as by proof of the identity of the individual shareholder or of the legal representative of the legal entity shareholder and a copy of the certificate of incorporation (or any equivalent document) evidencing the current status, issued by the trade register or by any competent authority in the state in which the legal entity shareholder is duly incorporated, submitted in original or as a true copy. The documents evidencing the capacity of legal representative of the legal entity shareholder must be issued no more than 30 days prior to the Reference Date).

The status of shareholder, as well as, in the case of legal entity shareholders or entities without legal personality, the status of legal representative, shall be established based on the list of shareholders as at the Reference Date, received by the Company from Depozitarul Central S.A.

II. Documents Related to and Concerning the Agenda of the OGMS

Starting as of 06.02.2026, all presentation materials relating to the items included on the agenda of the OGMS shall be available on the Company's website at <https://investors.cristim.ro/>, under the General Meetings section. The Company's shareholders may obtain, upon request, copies of the documents relating to the matters included on the agenda of the OGMS.

III. General Powers of Attorney

A general power of attorney may be granted by shareholders for a period not exceeding three years, allowing their representative to vote on all matters under debate at the general meetings of shareholders, including with respect to acts of disposal.

General powers of attorney, together with proof of identity of the individual shareholder or of the legal representative of the legal entity shareholder and a copy of the certificate of incorporation evidencing the current status, issued by the trade register or any equivalent document issued by a competent authority in the state in which the legal entity shareholder is duly incorporated, submitted in original or as a true copy (the documents evidencing the capacity of legal representative of the legal entity shareholder having been issued no more than 30 days prior to the Reference Date), shall, prior to their first use, be filed with or sent to the Company's working point located at: 46D-46E-48 Pipera Road, Oregon Park, Building A, 6th Floor, Sector 2, Bucharest, Romania, for the attention of the Legal Department, in copy bearing the statement "true copy" under the signature of the representative (or by e-mail with extended electronic signature, in accordance with ASF regulations, to aga@cristim.ro), so as to be registered as received by the Company's registry no later than **07.03.2026, at 08:00 a.m.**

For the validity of the mandate, the proxy must have the capacity either of an intermediary (within the meaning of Article 2 para. (1) point (19) of Law no. 24/2017) or of a lawyer, and the shareholder must be a client thereof. Furthermore, the proxy must not be in a conflict of interest, in accordance with the provisions of Article 105 para (15) of Law no. 24/2017. The proxy may not be substituted by another person. Where the proxy is a legal entity, it may exercise the mandate granted to it through any person who is a member of its management or governing body or one of its employees.

Together with the general power of attorney, shareholders shall submit to the Company the affidavit given by the legal representative of the intermediary or by the lawyer who has received the power of representation, signed in original and, where applicable, stamped, stating that:

- (i) the power of attorney is granted 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, where applicable, by affixing an extended electronic signature.

IV. Special Powers of Attorney and Voting by Correspondence Ballots

Special powers of attorney and voting by correspondence ballots must be in the format made available by the Company and must contain specific voting instructions for each item on the agenda (i.e., a vote "for", a vote "against" or an "abstention").

Special powers of attorney may be granted to any person for representation at a single general meeting and shall contain specific voting instructions from the granting shareholder.

Special powers of attorney / voting by correspondence ballots, together with the related documents (namely, proof of identity of the individual shareholder or of the legal representative of the legal entity shareholder and a copy of the certificate of incorporation evidencing the current status, issued by the trade register or any equivalent document issued by a competent authority in the state in which the legal entity shareholder is duly incorporated, submitted in original or as a true copy, the documents evidencing the capacity of legal representative of the legal entity shareholder having been issued no more than 30 days prior to the Reference Date), shall be filed with or sent to the Company's working point located at: 46D-46E-48 Pipera Road, Oregon Park, Building A, 6th Floor, Sector 2, Bucharest, Romania, for the attention of the Legal Department, including by e-mail with extended electronic signature (in the case of special powers of attorney) or by e-mail (in the case of voting by correspondence ballots), in accordance with ASF regulations, to aga@cristim.ro, in original or in copy bearing the statement "true copy" under the signature of the representative, so as to be registered as received by the Company's registry **no later than 07.03.2026, at 08:00 a.m.**, clearly indicating on the envelope or in the subject line of the e-mail: "For the Ordinary General Meeting of Shareholders of CRIS-TIM FAMILY HOLDING S.A. of 09.03.2026."

When filling in the special powers of attorney / voting by correspondence ballots, shareholders are kindly requested to take into account the possibility that the agenda of the OGMS may be supplemented with new items or proposed resolutions. In such case, the special powers of attorney / voting by correspondence ballots shall be updated and made available through the methods indicated under Section II.

V. Online Voting

Electronic voting may be exercised by using electronic voting means in accordance with Article 197 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, through the eVOTE platform (before or during the GMS), by accessing the link <http://cristim.evotero.ro/> from any internet-connected device, as well as through the eVotePRO platform (prior to the GMS) for professional investors, as defined by Law no. 126/2018 on financial instruments markets, in accordance with the provisions of Article 197 of Regulation no. 5/2018. For professional shareholders who choose to exercise their voting rights through the eVotePRO platform, electronic voting shall be carried out by accessing the dedicated domain assigned to each professional shareholder, in compliance with the legal identification requirements set out in subsection (ii) below.

Electronic voting forms may be submitted at any time from the commencement of the voting period until the live session of the general meeting of shareholders, or votes may be cast/recast directly during the live session of the meeting, the last voting option recorded being the one taken into account.



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The platforms include voting options for all items on the agenda. Electronic voting shall be exercised by selecting a voting option "for" or "against" or by "abstention", followed by pressing the "register vote" button. Votes selected on the platform without pressing the "register vote" button shall not be taken into account.

A shareholder may log in and vote as many times as desired within the period designated for voting by correspondence and/or during the live session, the last voting option recorded being the one taken into account. In the event that, following the identification process, discrepancies arise between the data provided by the shareholder and those recorded in the Company's Shareholders' Register as at the Reference Date, the shareholder shall be notified and instructed to contact the Shareholder Relations Officer at investors@cristim.ro or by telephone at +40 754 908 742.

Shareholders should take into account that, prior to exercising their voting rights through the eVote platform / the eVotePRO platform, they must complete the registration process described below, and their voting account must be validated by the Company.

Individual shareholders are required to complete the registration process only once and to update their information whenever necessary. Shareholders that are legal entities / entities without legal personality are required to complete the registration process for each GMS, except for professional shareholders voting through the eVotePRO platform whose identification documents have been previously validated, remain valid within 30 days from the date of issuance, and have not been amended and/or replaced with new documents.

For identification purposes and access to the eVote / eVotePRO voting platform, shareholders shall provide the following information:

i) Individual shareholders:

- Full name;
- Personal Identification Number (PIN);
- E-mail address;
- Copy of an identity document (identity card, national ID card, passport, residence permit)*;
- Telephone number (optional); or
- Access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central S.A.: <https://www.rocLEAR.ro/Inrolare-Investitori>.



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ii) Legal entity shareholders, including professional shareholders / entities without legal personality:

- Legal entity name;
- Unique registration code (CUI);
- Full name of the legal representative;
- Personal Identification Code (PIN) of the legal representative;
- E-mail address;
- Identity document of the legal representative (identity card, national ID card, passport, residence permit)*;
- Certificate of incorporation evidencing the current status, issued by the Trade Register, or any equivalent document issued by a competent authority in the state in which the legal entity shareholder is duly incorporated, submitted in original or as a true copy, issued no more than 30 days prior to the Reference Date, and allowing for identification in the Company's shareholders' register kept by Depozitarul Central S.A. The capacity as legal representative shall be taken from the shareholders' register as at the Reference Date received from Depozitarul Central S.A., provided that the shareholder has duly informed Depozitarul Central S.A. of its representative.
- Telephone number (optional).

Documents submitted in a language other than English shall be accompanied by a translation prepared by an authorized translator into Romanian and/or English.

*The electronic copy of the documents mentioned above shall be uploaded online in the designated fields. The files to be uploaded may have one of the following extensions: .jpg, .pdf, .png.

VI. Shareholders' right to request the inclusion of new items on the agenda and to submit draft resolutions for existing or proposed agenda items

One or more shareholders representing, individually or jointly, at least 5% of the share capital shall have the right:

- (i) to add items to the agenda of the general meeting, provided that each item is accompanied by a justification or by a draft resolution proposed for adoption by the general meeting; and
- (ii) to submit draft resolutions for items included in or proposed to be included on the agenda of the OGMS.

The shareholders' rights provided above may be exercised only in writing (submitted by courier services to the Company's working point located at: 46D-46E-48 Pipera Road, Oregon Park, Building A, 6th Floor, Sector 2, Bucharest, Romania, for the attention of the Legal Department, or by e-mail, in accordance with ASF regulations, to aga@crisim.ro) no later than **19.02.2026, at 18:00**.

The identification requirements referred to under Section I above shall also apply to the individual shareholder(s) and/or to the legal representative of the legal entity shareholder requesting the supplementation of the OGMS agenda.

In cases where the exercise of the right provided for under this section results in an amendment to the agenda of the general meeting already communicated to the shareholders, the Company shall make available a revised agenda, using the same procedure as that applied for the previous agenda, prior to the Reference Date and in compliance with the deadline set out in the Companies Law.

VII. Shareholders' right to ask questions regarding the agenda

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions may be submitted to the Company by e-mail to aga@crisim.ro, so as to be received by the Company **no later than 08.03.2026, at 18:00**.

The right to ask questions and the obligation to provide answers may be subject to the measures that the Company may take in order to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the proper organization and conduct of general meetings, as well as the protection of the Company's confidentiality and commercial interests. The Company may provide a single general answer to questions having the same content. An answer shall be deemed to have been given if the relevant information is available on the Company's website in a question-and-answer format.

VIII. Right to propose candidates for the position of member of the Board of Directors

The Company's shareholders may submit proposals of candidates for appointment as members of the Board of Directors. For this purpose, the proposal shall specify information regarding the name, place of residence, and professional qualifications of the proposed candidates, accompanied by:

- (i) a copy of a valid identity document of the Company's shareholder (in the case of individuals: identity card, passport, residence permit; and in the case of legal entities: identity card, passport or residence permit of the legal representative);
- (ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors;



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- (iii) where a candidate is proposed for the position of independent member, a statement on own responsibility from the candidate regarding the fulfilment of all eligibility criteria (indicative template available in the information materials);

The Company's shareholders may submit proposals regarding the members of the Board of Directors (accompanied by documents evidencing the identity of the shareholder/candidate) by sending a written request to aga@cristim.ro, **no later than 19.02.2026, at 18:00**, clearly indicating the wording "Proposal of candidates for the position of member of the Board of Directors".

The list containing information regarding the names, place of residence and professional qualifications of the persons proposed for the position of member of the Board of Directors shall be updated daily until 19.02.2026, at 18:00, and shall be published on the Company's website, in the investor relations section (<https://investors.cristim.ro/>).

Chairman of the Board of Directors

RADU TIMIȘ