

## CURRENT REPORT

prepared in accordance with the provisions of Law No. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, and of ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented

Date of the Report:	<b>23.04.2026</b>
Name of the Issuer:	<b>MF CAPITAL S.A.</b>
Registered Office:	<b>5-25 Popa Lazar Street, Sector 2, Bucharest</b>
Telephone/Fax No.:	<b>0212520085</b>
Unique Registration Code:	<b>655</b>
Trade Register No.:	<b>J1991002353401</b>
Subscribed Share Capital:	<b>9.264.890 lei</b>
Market on which the issued securities are traded:	<b>Main Market, Standard, BVB</b>
Trading Symbol:	<b>MFC</b>

**Important events to be reported:** convening of the Ordinary and Extraordinary General Meetings of Shareholders of the Company for 28/29 May 2026

**MF CAPITAL S.A. (the Company)** informs investors and other interested persons of the resolution adopted during the meeting of the Board of Directors held on 22 April 2026 to convene the Ordinary and Extraordinary General Meetings of Shareholders of the Company for 28 May 2026, upon first convening, respectively for 29 May 2026, upon second convening, if the quorum requirements for the first meeting are not met.

Additional information regarding the items on the agenda of the general meeting, together with the related documents and materials, will be available on the Company's website, <https://mfcapital.ro/en/investors-relations/>, as of 29 April 2026. For further information regarding participation in the General Meetings, please contact us at: [office@mfcapital.ro](mailto:office@mfcapital.ro).

The text of the Convening Notice, including the agenda of the general meetings and information on the rights of shareholders entitled to participate therein, is set out below.

## CONVENING NOTICE

In accordance with the provisions of Companies Law No. 31/1990, republished, as subsequently amended and supplemented, of the legislation on issuers of financial instruments and market operations (Law No. 24/2017, republished, and ASF Regulation No. 5/2018, as subsequently amended and supplemented), and with the provisions of the articles of association, **MF CAPITAL S.A.**, a Romanian legal entity, having its registered office in Bucharest, Sector 2, 5-25 Popa Lazar Street, registered with the Trade Register Office attached to the Bucharest Tribunal under No. J1991002353401, sole registration code 655 (the “Company”), through its **Board of Directors**,

### CONVENES

**the Ordinary General Meeting of Shareholders (OGMS)** for 28 May 2026, at 10:00 a.m. (first convening), at the Company’s registered office in Bucharest, Sector 2, 5-25 Popa Lazar Street, for all shareholders registered in the shareholders’ register kept by Depozitarul Central S.A. on 15 May 2026, considered as the reference date for this meeting; should, upon first convening, the validity/quorum requirements provided by law and by the articles of association not be met, the second convening shall take place on the following day, namely on 29 May 2026, at 10:00 a.m., at the same place, with the same agenda and the same reference date, and

**the Extraordinary General Meeting of Shareholders (EGMS)** for 28 May 2026, at 11:00 a.m. (first convening), at the Company’s registered office in Bucharest, Sector 2, 5-25 Popa Lazar Street, for all shareholders registered in the shareholders’ register kept by Depozitarul Central S.A. on 15 May 2026, considered as the reference date for this meeting; should, upon first convening, the validity/quorum requirements provided by law and by the articles of association not be met, the second convening shall take place on the following day, namely on 29 May 2026, at 11:00 a.m., at the same place, with the same agenda and the same reference date.

### **The agenda for the Ordinary General Meeting of Shareholders is as follows:**

1. Presentation, discussion and approval, based on the Board of Directors’ Report and the Financial Auditor’s Report, of the individual and consolidated financial statements for the financial year 2025;
2. Approval of the Annual Financial Report for the financial year 2025, in accordance with Article 65<sup>1</sup> of Law No. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended;
3. Approval of the allocation of the Company’s net profit achieved in the financial year 2025 to the development fund (“other reserves” account);

4. Approval of the discharge of liability of the directors for the activity carried out during the financial year 2025, based on the reports submitted;
5. Approval of the Remuneration Report for the financial year 2025;
6. Approval of the remuneration due to the directors for the financial year 2026, namely a fixed net monthly remuneration of RON 12,000 for each director, starting from 1 January 2026;
7. Approval of the Income and Expenditure Budget, the Business Plan and the Investment Program for the year 2026, consisting of acquisitions of assets and shares/equity interests and programs for the modernization of the Company's real estate assets, with the setting of a cap of EUR 10 million for the loans that may be contracted starting from 2026, and empowerment of the Chairman of the Board of Directors – General Manager of the Company, with the right of substitution, to carry out all operations necessary for the implementation of the Business Plan and the Investment Program, to establish the guarantees for the repayment of the loans and to represent the Company before any authorities and any natural or legal persons for the purpose of signing the related documents;
8. Empowerment of the Chairman of the Board of Directors – General Manager of the Company, with the right of substitution, to represent the Company in the general meetings of shareholders of the companies in which it directly or indirectly holds equity interests and to propose/approve the measures necessary for the conduct of their activity, for contracting loans and establishing guarantees, including by means of guarantees granted by the parent company;
9. Approval of 16 June 2026 as the registration date and of 15 June 2026 as the ex-date, for the shareholders affected by the resolutions adopted by the General Meeting of Shareholders;
10. Empowerment of the General Manager of the Company, with the right of substitution, to sign the resolutions of the general meeting, as well as all documents/documentation, agreements, applications, forms, requests and similar instruments adopted/drawn up for the purpose of and in connection with the implementation of the resolutions adopted by the general meeting, in relation to any private or public natural or legal person, and to carry out all legal formalities for the registration, publication, enforceability and implementation of such resolutions.

**The agenda for the Extraordinary General Meeting of Shareholders is as follows:**

1. Approval of the share capital increase of Itagra S.A., registration code 18792370, registered with the Trade Register under No. J21/316/2006, by the amount of RON 2,500,000, by way of conversion into newly issued shares of certain, liquid and due receivables held by MF CAPITAL S.A. against Itagra S.A., such receivables arising from loans previously granted thereto by MF CAPITAL S.A. in its capacity as majority shareholder.

2. Empowerment of the General Manager of the Company to represent the Company at the general meeting of shareholders of Itagra S.A. and to propose and/or determine, on behalf of the majority shareholder of such company, all legal conditions required for the implementation of the share capital increase.
3. Approval of 16 June 2026 as the registration date and of 15 June 2026 as the ex-date for the shareholders affected by the resolutions adopted by the Extraordinary General Meeting of Shareholders.
4. Empowerment of the General Manager of the Company, with the right of substitution, to sign the resolutions of the general meeting, as well as all documents/documentation, agreements, applications, forms, requests and the like, adopted/drawn up for the purpose of and in connection with the implementation of the resolutions adopted by the general meeting, in relation to any natural or legal person, and to carry out all legal formalities for the registration, publication, enforceability against third parties and implementation of the adopted resolutions.

**Information on shareholders' right to request the inclusion of new items on the agenda and to ask questions regarding the agenda.**

One or more shareholders representing, individually or jointly, at least 5% of the share capital shall have the right: (a) to introduce items on the agenda of the General Meeting of Shareholders, provided that each item is accompanied by a justification or by a draft resolution proposed for adoption by the General Meeting of Shareholders, and (b) to submit draft resolutions for the items included or proposed to be included on the agenda of the General Meeting. These rights may be exercised only in writing, within no more than 15 days from the date of publication of the convening notice in the Official Gazette of Romania, respectively until 12 May 2026, and the documents shall be submitted in a sealed envelope at the Company's registered office or sent by courier or by electronic means, with an extended electronic signature attached, to the following e-mail address: [office@mfcapital.ro](mailto:office@mfcapital.ro). If applicable, the agenda of the General Meeting of Shareholders convened for 28/29 May 2026, supplemented with the items proposed by the shareholders in accordance with the law and this convening notice, shall be published no later than 14 May 2026. Furthermore, any interested shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders, and the Company has the obligation to answer the questions raised by the shareholders. The questions shall be submitted in a sealed envelope at the Company's registered office or sent by courier or by electronic means, with an extended electronic signature attached, to the following e-mail address: [office@mfcapital.ro](mailto:office@mfcapital.ro), by 12 May 2026. The reply to the questions shall be deemed given if the relevant information is published on the Company's website, <https://mfcapital.ro/en/investors-relations/>.

### **Information on shareholders' right to attend the general meeting and to vote.**

Only shareholders registered in the Company's shareholders' register as at 15 May 2026, set as the reference date, are entitled to attend and vote at the general meetings. Shareholders may attend in person or may be represented at the General Meeting of Shareholders either by their legal representatives or by other representatives to whom a special power of attorney has been granted, under the conditions set out in Article 105 (12) of Law No. 24/2017, republished, as subsequently amended and supplemented. Shareholders' access is allowed upon simple proof of identity, in the case of individual shareholders by means of an identity document, and in the case of legal entities and represented individual shareholders, by means of a special power of attorney granted to the individual representing them.

Shareholders may also appoint their representative by electronic means, and notification of such appointment by electronic means may be sent to the following e-mail address: [office@mfcapital.ro](mailto:office@mfcapital.ro), with an extended electronic signature attached. Shareholders may also vote on the items on the agenda by correspondence, the voting form, duly completed and signed, being submitted at the Company's registered office or sent by courier or by electronic means, with an extended electronic signature attached, to the following e-mail address: [office@mfcapital.ro](mailto:office@mfcapital.ro), no later than 26 May 2026, 11:00 a.m. The forms of special powers of attorney to be used for voting by representation, as well as the forms to be used for voting by correspondence, shall be available at the Company's registered office on business days, between 10:00 a.m. and 4:00 p.m., and on the Company's website: [www.mfcapital.ro](http://www.mfcapital.ro), starting from 29 April 2026. Such powers of attorney shall be submitted in original at the Company's registered office or sent by courier or by electronic means, with an extended electronic signature attached, to the following e-mail address: [office@mfcapital.ro](mailto:office@mfcapital.ro), at least 48 hours prior to the date set for the General Meeting of Shareholders, namely by 26 May 2026, 11:00 a.m. One copy shall be handed to the representative, one shall remain with the Company, and the third shall remain with the shareholder.

The representation of shareholders at the general meeting by persons other than the shareholders may also be made on the basis of a general power of attorney valid for a period not exceeding 3 years, allowing the appointed representative to vote on all matters under debate at the general meeting of shareholders of the Company, provided that the general power of attorney is granted by the shareholder, in its capacity as client, to an Intermediary as defined by Article 2 para. (1) item 19 of Law No. 24/2017, republished, or to a lawyer. General powers of attorney must contain the information provided for in Article 202 of ASF Regulation No. 5/2018 and shall be submitted to the Company or sent by courier or by electronic means, with an extended electronic signature attached, to the following e-mail address: [office@mfcapital.ro](mailto:office@mfcapital.ro), 48 hours prior to the general meeting, namely by 26 May 2026, 11:00 a.m., as a copy bearing the statement of conformity with the original under the signature of the representative.

Certified copies of the general powers of attorney shall be retained by the Company, and mention thereof shall be made in the minutes of the general meeting. Shareholders may not be represented at the General Meeting of Shareholders, on the basis of a general power of attorney, by a person who is in a conflict-of-interest situation, in accordance with Article 105 para. (15) of Law No. 24/2017.

Envelopes sent to the Company's registered office or to the e-mail address [office@mfcapital.ro](mailto:office@mfcapital.ro) and containing special powers of attorney or correspondence voting ballots and the related documents shall bear the mention "For the Ordinary General Meeting of Shareholders of 28/29 May 2026, 10:00 a.m." or, as the case may be, "For the Extraordinary General Meeting of Shareholders of 28/29 May 2026, 11:00 a.m." Where the vote is cast by courier or e-mail, the voting ballot relating to item 4 on the agenda of the Ordinary General Meeting shall be sent in a separate sealed envelope / separate e-mail bearing the mention "SECRET BALLOT".

Shareholders who have voted by special powers of attorney or correspondence voting ballots may change their initial voting option or the means of casting their vote, the last vote expressed and registered by 26 May 2026, 11:00 a.m. being deemed valid. If a shareholder who has cast a vote by correspondence attends the general meeting in person or through a representative, the vote by correspondence cast for that general meeting shall be cancelled and the vote cast in person or through the representative at the general meeting shall be taken into account.

#### **Other Information.**

As at the date of the convening notice, the Company's share capital amounts to RON 9,264,890.00, divided into 3,705,956 registered, indivisible shares of equal value and issued in dematerialised form, with a nominal value of RON 2.5 each, each share entitling its holder to one vote in the General Meeting of Shareholders. A number of 706 shares, representing 0.019% of the total share capital, are non-voting shares, recorded by Depozitarul Central S.A. as shares belonging to the issuer; these are shares remaining undistributed following the pro rata allocation of shares representing the share capital increases with the value of reinvested profits from previous years, approved by resolutions of the General Meeting of Shareholders. The financial statements, the documents and information materials, as well as the draft resolutions concerning the items included on the agenda of the General Meetings of Shareholders, shall be available at the Company's registered office on business days, between 10:00 a.m. and 4:00 p.m., and on the Company's website, [www.mfcapital.ro](http://www.mfcapital.ro), starting from 29 April 2026.

**Additional information** may be requested and obtained daily, on business days, by telephone at +40 21 252 00 85, between 10:00 a.m. and 4:00 p.m., or by e-mail at: [office@mfcapital.ro](mailto:office@mfcapital.ro).

Chairman of the Board of Directors – General Manager

Mollo Sergio