Convening Notice of the Extraordinary General Meeting of Shareholders of Novere Capital S.A.

Pursuant to the provisions of Companies Law no. 31/1990, republished, as subsequently amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, and the Articles of Association,

The Board of Directors of Novere Capital S.A., a company incorporated and operating under Romanian law, registered with the Trade Registry under no. J2021004004401, Unique Registration Code 43859039, having its registered office in Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor, hereinafter referred to as the "**Company**", acting through the Chairman of the Board of Directors,

Hereby convenes the Extraordinary General Meeting of Shareholders ("EGMS") for **31.08.2026, at 10:00 a.m.**, at the Company's registered office in Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor. Shareholders registered in the Shareholders' Register maintained by the Central Depository at the end of 21.08.2026, established as the Reference Date, are entitled to attend and vote.

If the required attendance quorum is not met on the above-mentioned date, pursuant to Article 118 of Law no. 31/1990, the second EGMS is hereby convened and scheduled for **01.09.2026**, starting at 10:00 a.m., at the same place and with the same agenda, for all shareholders registered in the Shareholders' Register on the same Reference Date.

The agenda of the EGMS is as follows:

Election of the meeting secretary from among the proposals made by shareholders attending the EGMS. Approval of the revocation of item 1 of Resolution no. 4/11.12.2024 of the Extraordinary General Meeting of Shareholders and approval of the new delegation to the Board of Directors of the authority and powers to increase the share capital, pursuant to Article 86 paragraph (2) of Law no. 24/2017 on issuers of financial instruments and market operations, with the following parameters:

a) the share capital may be increased, in one or more stages, up to an authorised maximum amount of the increase equal to 150% of the Company's subscribed share capital; such delegation of authority shall cover both an increase of the Company's share capital through cash contributions and an increase of the Company's share capital through the conversion of certain, liquid and due receivables held against the Company;

b) the share capital increase shall be carried out in accordance with the applicable legal provisions and the provisions of the Company's Articles of Association;

c) the powers relating to the share capital increase shall be delegated for a maximum period of 2 years calculated from the date of adoption of this resolution;

d) authorisation of the Board of Directors to carry out all operations necessary for the share capital increase, including, without limitation: preparing and signing the amended and updated version of the Articles of Association and completing the publication and registration formalities with the Trade Registry, the Central Depository, the Bucharest Stock Exchange, ASF or any other competent authority.

One or more shareholders representing, individually or jointly, at least 5% of the Company's share capital are entitled, within no more than 15 days from the date of publication of the Convening Notice, namely no later than 14.08.2026, at 6:00 p.m.:

to add new items to the agenda of the EGMS, provided that each proposed item is accompanied by a justification or a draft resolution proposed for adoption by the EGMS;

to submit draft resolutions for the items proposed to be included on the agenda of the EGMS.

Proposals to add new items to the agenda of the EGMS, accompanied by a copy of the shareholder's valid identity document (for individuals: identity card/passport; for legal entities/entities without legal personality: the identity card/passport of the legal representative), as well as by a justification or a draft resolution proposed for approval by the EGMS, may be submitted as follows:

in a sealed envelope (the original handwritten document), by post or courier services, or delivered in person to the Company's registered office in Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor, with the following wording clearly marked on the envelope: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026";

by e-mail bearing an embedded extended electronic signature in accordance with Law no. 455/2001 on electronic signatures, to the e-mail address: secretariat.aga@noverecapital.com, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026".

If applicable, the Company will publish the updated agenda no later than 20.08.2026.

Shareholders may exercise their right to ask questions regarding the items on the agenda of the EGMS only if accompanied by a copy of the shareholder's valid identity document (for individuals: identity card/passport; for legal entities/entities without legal personality: the identity card/passport of the legal representative). Questions may be submitted in writing, if applicable, no later than 28.08.2026, at 6:00 p.m., as follows:

in a sealed envelope (the original handwritten document), delivered in person or sent by post or courier services to the Company's registered office in Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor, with the following wording clearly marked on the envelope: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026";

by e-mail bearing an embedded extended electronic signature in accordance with Law no. 455/2001 on electronic signatures, to the e-mail address: secretariat.aga@noverecapital.ro, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026".

The Company will publish the answers to questions submitted under the conditions of this Convening Notice and the applicable legal provisions on the Company's website: www.noverecapital.com, and will provide a general answer to questions having the same content. The Company's obligation to answer will be subject to the protection of the Company's confidentiality and interests.

Shareholders registered on the Reference Date may exercise their right to attend and vote at the EGMS:

- in person (through the legal representative in the case of legal entity shareholders).

- through a designated representative who has been granted a special power of attorney or a general power of attorney.

General powers of attorney shall be submitted, before their first use, as copies certified as true to the original under the representative's signature, in person or by post/courier to the Company's registered office (Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor), in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026", or by e-mail bearing an extended electronic signature (to secretariat.aga@noverecapital.com, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026"), so as to be received by the Company 48 hours before the date of the EGMS, namely no later than 28.08.2026, at 10:00 a.m., under penalty of forfeiture of the exercise of the voting right at the EGMS. Copies of the general powers of attorney will be retained by the Company and a note thereof will be included in the minutes. Shareholders may submit the notice appointing the representative only in writing, either in person, by post or courier services, or by electronic means (to secretariat.aga@noverecapital.com, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026").

For a general power of attorney to be valid, the representative must be either an intermediary (in accordance with Article 2 paragraph 1 point 19 of Law no. 24/2017 (R)) or an attorney-at-law of a Company shareholder. The representative must not be in a conflict of interest, particularly in any of the following cases:

(i) the representative is a majority shareholder of the Company or a person controlled by such shareholder;

(ii) the representative is a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled person, as provided under point (i);

(iii) the representative is an employee or an auditor of the Company, of a majority shareholder or of a controlled entity, as provided under point (i);

(iv) the representative is the spouse, relative or relative by marriage up to and including the fourth degree of any of the individuals referred to in points (i)–(iii) above.

The general power of attorney signed by the Company shareholder, including by attaching an extended electronic signature, if applicable, must be accompanied by a statement on own responsibility issued by the legal representative of the intermediary or by the attorney-at-law who received the power of attorney, stating the following: (i) that the shareholder granted the power of attorney to the intermediary or attorney-at-law in their capacity as client and (ii) that the general power of attorney is signed by the shareholder. This statement shall be submitted together with the general power of attorney before its first use.

The Company does not impose a specific form for general powers of attorney, which are valid for a maximum period of 3 years, unless a longer term is stipulated. The person empowered by the shareholder may not, in turn, empower another person to exercise the right to attend and vote at the EGMS, unless this prerogative was expressly granted by the shareholder in the power of attorney. A legal entity representative may designate any person who is a member of its management or administrative bodies, or any of its employees, to exercise the mandate granted by the shareholder.

The special power of attorney form will be available on the website www.noverecapital.com or at the Company's registered office in Romanian and English.

The special power of attorney must be submitted in the form made available by the Company and must contain express voting instructions for each item on the agenda of the EGMS. The special power of attorney is valid only for the EGMS for which it was granted. The special power of attorney shall be prepared in three original counterparts (one for the Company shareholder, one for the representative and one for the Company).

Special powers of attorney shall be submitted in original, in person or by post/courier to the Company's registered office (Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor), in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026", or by e-mail bearing an extended electronic signature (to secretariat.aga@noverecapital.com, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026"), so as to be received by the Company 48 hours before the date of the EGMS, namely no later than 28.08.2026, at 10:00 a.m., under penalty of forfeiture of the exercise of the voting right at the EGMS. Special powers of attorney will be retained by the Company and a note thereof will be included in the minutes.

The special powers of attorney will be checked and validated by the EGMS secretariat. The confidentiality of the voting instructions will be ensured until the other votes cast by secret ballot by the shareholders in attendance or by the representatives attending the EGMS are also known.

If the agenda is supplemented, the special powers of attorney will be updated and made available to the Company's shareholders and may be obtained from the Company's registered office or from the Company's website, www.noverecapital.com, starting on 20.08.2026.

By correspondence, using the correspondence voting ballot available on the website www.noverecapital.com or at the Company's registered office in Romanian and English. The ballot made available by the Company must contain specific instructions regarding the casting of the vote for each item on the agenda. Correspondence voting ballots in Romanian or English, completed and signed, accompanied by a copy of the shareholder's valid identity document (for individuals: identity card/passport; for legal entities/entities without legal personality: the identity card/passport of the legal representative), shall be submitted in original, in person or by post/courier to the Company's registered office (Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor), in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026", or by e-mail bearing an extended electronic signature (to secretariat.aga@noverecapital.com, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026"), so as to be received by the Company no later than the date and time of the EGMS, namely 31.08.2026, at 10:00 a.m. Correspondence voting ballots not received in the form and by the deadline stipulated in this Convening Notice will not be taken into account when determining the attendance and voting quorum or when counting the votes at the EGMS.

A vote by correspondence may be cast by a representative of a Company shareholder only if that representative has been granted a special or general power of attorney, which must be submitted to the Company within the deadline stipulated for submitting general or special powers of attorney, or if the representative is a credit institution providing custody services, in compliance with Article 105 paragraph 11 of Law no. 24/2017 (R).

The correspondence voting ballots will be checked and validated by the EGMS secretariat. The confidentiality of the votes will be ensured until the other votes cast by secret ballot by the shareholders in attendance or by the representatives attending the EGMS are also known.

If the agenda is supplemented, the correspondence voting ballots will be updated and made available to the Company's shareholders and may be obtained from the Company's registered office or from the Company's website, www.noverecapital.com, starting on 20.08.2026.

If a shareholder who has cast a vote by correspondence attends the EGMS in person or through a representative (provided that a special/general power of attorney was submitted in compliance with the conditions set out in this Convening Notice), the vote by correspondence cast for that EGMS will remain valid only if the shareholder does not cast a different vote in person or through the representative.

If the person representing the shareholder by attending the EGMS in person is different from the person who cast the vote by correspondence, that person may, for the vote to be valid, submit at the EGMS a written revocation of the vote by correspondence, signed by the shareholder or by the representative who cast the vote by correspondence.

Through representation of the shareholder by a credit institution providing custody services. When a shareholder is represented by a credit institution providing custody services, the institution may vote at the EGMS based on the voting instructions received from the shareholder. In this case, the shareholder is no longer required to prepare a general or special power of attorney. The credit institution must submit a statement on own responsibility in accordance with Article 207 of Regulation no. 5/2018, specifying: (i) the name/corporate name of the shareholder on whose behalf the credit institution attends and votes at the EGMS and (ii) that the credit institution provides custody services to that shareholder. This statement, signed by the legal representative of the credit institution, shall be submitted in original, in person or by post/courier to the Company's registered office (Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor), in a sealed envelope marked "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026", or by e-mail bearing an extended electronic signature (to secretariat.aga@noverecapital.com, with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 31.08.2026"), so as to be received by the Company 48 hours before the date of the EGMS, namely no later than 28.08.2026, at 10:00 a.m., under penalty of forfeiture of the exercise of the voting right at the EGMS.

By online voting using the "e-vote" system, by accessing https://noverecapital.evote.ro/login from any device connected to the internet.

For identification and online access to the EGMS, shareholders shall provide the following information:

a) Individuals:
- Full name;
- Personal Identification Number (CNP);
- E-mail address;
- Copy of identity document (identity card, passport, residence permit);*
- Telephone number (optional).

b) Legal entities:
- Name of legal entity;
- Unique Registration Code (CUI);
- Full name of the legal representative;
- Personal Identification Number (CNP) of the legal representative;
- E-mail address;
- Identity document of the legal representative (identity card, passport, residence permit);

- Copy of a certificate issued by the Trade Registry or any equivalent document issued by a competent authority in the state in which the legal entity shareholder is lawfully incorporated, presented in original or as a certified true copy. Documents attesting the capacity of legal representative of the legal entity shareholder must have been issued no more than 30 days before the Reference Date;
- Telephone number (optional).

The documents and information materials relating to the agenda of the EGMS, this Convening Notice, the draft resolutions, the total number of shares and voting rights on the date of the Convening Notice, as well as the special power of attorney forms and the correspondence voting forms, may be obtained by shareholders starting on 30.07.2026, or, respectively, 20.08.2026 (if the agenda is supplemented), and until the date set for the general meeting, from the Company's registered office in Bucharest, District 1, 4-10 Munții Tatra St., 4th Floor, on each business day during business hours, from 9:00 a.m. to 6:00 p.m., and will be made available on the Company's website, www.noverecapital.com, in the Investor Relations section.

If: (i) individual shareholders have not registered valid and updated identification data in the Central Depository S.A. system, they shall also submit a copy of their updated identity document (identity card/passport/residence permit, etc.); (ii) the legal representative of a legal entity shareholder is not mentioned in the Company's list of shareholders as at the Reference Date received from the Central Depository S.A., the shareholder shall also submit a document attesting such capacity (evidence issued by the Trade Registry or by another similar authority in the state in which the shareholder is incorporated). For dates other than the Reference Date, in order to prove shareholder status, the following documents shall be submitted: (i) an account statement evidencing shareholder status and the number of shares held and (ii) documents attesting that the information regarding the legal representative has been registered with the Central Depository S.A.

The access credentials generated following identification through the Central Depository's Online Services Platform may be obtained by accessing the following link: https://online.roclear.ro/Login. Shareholders whose credentials are generated through the Central Depository's Online Services Platform may authenticate by selecting the *"Log in via the Central Depository"* button on the *log-in* screen, thereby obtaining direct access to the Extraordinary General Meeting page.

Documents submitted in a language other than Romanian and/or English shall be accompanied by a translation into Romanian/English prepared by an authorised translator. Electronic copies of the above-mentioned documents shall be uploaded online in the dedicated fields.

*Files that may be uploaded may have one of the following extensions: .jpg, .pdf, .png. Shareholders may log in and vote as often as they wish during the interval designated for correspondence and/or live voting, with the last voting option submitted being the one recorded.

All requests and any information regarding the convening and conduct of the EGMS shall be submitted or obtained at the Company's registered office, by telephone at +40 372 934 455 or by e-mail at secretariat.aga@noverecapital.com, on business days between 9:00 a.m. and 6:00 p.m.

Chairman of the Board of Directors
Cert Master Standard S.R.L.
By Mr. Laurențiu Mihai Dinu