

**MATERIAL FOR E.G.M.S.**  
**SCALA DEVELOPMENT S.A. dated 23/24.10.2023**

SCALA DEVELOPMENT S.A. has a share capital amounting **8.580.114 lei**, representing **85.801.140 shares** at the date of the notice.

For E.G.M.S. dated on 23.10.2023, respectively on 24.10.2023, when legal requirements are not met at the first call, the Board proposes the following agenda:

1. Approval of the loan limit increase approved by SCALA DEVELOPMENT S.A. associate companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L. - by AGEA Decision no. 5 of 30.12.2019 – from the amount of 8,000,000 (eight million) euros in total for all 3 companies, to the amount of 12,000,000 (twelve million) euros for all 3 companies, in order to carry out their activities. The total amount of the loan can be granted in a single installment or in several installments, to each company, as the case may be.
2. Approval of the increase in the loan limit granted by the partner SCALA DEVELOPMENT S.A. companies SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L.- by AGEA Decision no. 3 of 01.04.2021 – from the amount of 8,000,000 (eight million) euros in total for all 6 companies, to the amount of 12,000,000 (twelve million) euros for all 6 companies, in order to carry out their activities. The total amount of the loan can be granted in a single installment or in several installments, to each company, as the case may be.
3. Approval of the guarantee by the associate SCALA DEVELOPMENT S.A. of the loans that will be contracted by the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. from banking institutions, for the purpose of carrying out their activity.
4. Approval of the power of attorney of Mr. Pitic Mihai-Dan, President of the Board of Directors of SCALA DEVELOPMENT S.A., to sign the loan contracts granted by SCALA DEVELOPMENT S.A., to decide and sign the effective guarantees (movable and/or real estate) brought by SCALA DEVELOPMENT S.A. for guaranteeing the credits granted to the companies mentioned in point 3 above by the banking institutions, to decide and sign in the name and on behalf of the company SCALA DEVELOPMENT S.A. the final amount of the loan/loans, their costs, repayment terms, effective guarantees and any other clauses relating to the loan/loans that will be contracted by the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. from banking institutions. The structure of the mortgage charges registered on the buildings (prohibition of alienation, mortgage, guarantee, rental, etc.) will be established by negotiation with the banking institutions. If the lending bank requests, the loan may be guaranteed with other movable and/or immovable property belonging to third parties, natural and/or legal persons.
5. Approval of the appointment of the President of the Board of Directors - Mr. Pitic Mihai-Dan, as a permanent representative of SCALA DEVELOPMENT SA in the General Assembly of Associates of SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. for the entire period of operation of these companies or until the express revocation of the mandate by AGEA. Thus, Mr. Pitic Mihai-Dan is authorized

with full powers, in order to, on behalf of and on behalf of SCALA DEVELOPMENT S.A., vote at the General Assembly of Associates of SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. with respect to any items on the agenda, including but not limited to the following:

5.1. approval of the opening of one or more bank accounts (in lei and/or foreign currency) at any of the credit institutions in Romania;

5.2. negotiating and concluding bank loan contracts, regardless of their type, with any of the credit institutions in Romania and/or abroad or through any other form of financing, including supplier credit, for the purpose of financing real estate projects and transactions of the respective companies ;

5.3. the negotiation and conclusion of any additional documents to the financing/credit contracts, which will be necessary in order to increase the credit ceilings, extend the crediting period, refinance, change the guarantees or for any other changes to the respective contracts, according to the financing needs of any of the companies who contracts the credit;

5.4. the negotiation and conclusion of guarantee contracts, the conclusion of any documents and the fulfillment of all formalities required by law, with any natural persons, legal persons or public institutions/authorities for the valid establishment of the guarantees negotiated in order to guarantee the repayment of the contracted financing (including, but not limited to of movable or real estate mortgages), on any of the immovable and/or movable assets existing in the patrimony of the company that will contract the respective credit, as well as on the construction/future constructions that will be the object of the real estate projects in question. The structure of the mortgage charges registered on the buildings (prohibition of alienation, demolition, restructuring/restoration, mortgage, guarantee, rental, etc.) will be established by negotiation with the banking institutions. If the creditor bank requests, or if the interests of the companies so require, the loan may be guaranteed with other movable and/or immovable property belonging to third-party natural and/or legal persons. The final amount of the credit/credits, their costs, repayment terms, effective guarantees and any other clauses related to the credit/credits, will be established according to the needs, by the representatives of the companies (or their proxies), who have full rights in this sense;

5.5. the negotiation and conclusion of contracts, any documents and the fulfillment of all formalities required by law, with any natural persons, legal persons or public institutions/authorities for the valid establishment of any other guarantees in order to guarantee the repayment of contracted financing;

5.6. purchase/sale of immovable and movable property and/or other real rights, negotiation and conclusion of bilateral promises of sale and purchase, sales and purchase contracts, contracts for the establishment of real rights, leasing contracts, exchange contracts, assignment of contracts , documents additional to these, specific clauses, including those relating to price, payment terms, guarantees, declarations, as well as any other necessary documents, in order to develop the real estate projects, within the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L.;

5.7. demolition, gluing, dismantling of the building/buildings in the property, but not limited to hiring the cadastral expert, representing the company in the relationship with the competent OCPI - BCPI and signing the documents of gluing/ungluing/parcel/apartment in authentic form, in front of the notary public ;

5.8. the transfer to the private domain of territorial administrative units of some land surfaces (if applicable) respectively the relinquishment of the right of ownership in accordance with art. 562 and 889 Civil Code;

- 5.9. agreements to change cadastral limits (with or without changing the surface), cadastral repositioning, rectification of the land register;
- 5.10 obtaining any agreements/approvals from the competent institutions in order to carry out the construction in compliance with all the legislative norms in force during the construction;
- 5.11. gluing, dismantling, parcelling and registration/tabulation in the land register of new constructions/lands;
- 5.12. negotiation and conclusion of all contracts/transactions, including the sale-purchase/rental/exchange with/to third parties of any type of constructions/ premises/ apartments/parking lots/ plots/ lands/ platforms/ utility rooms/ accesses and roads/ green spaces/ spaces storage, etc. newly built, as well as the conclusion of any other contracts related to the performance of the activity (main/secondary), including regarding the negotiation of prices, payment terms, payment installments, the effective payment methods of the sale price and any other clauses included in the contracts, including the establishment of rights real defined according to art. 551 of the Civil Code, the renunciation of certain real/legal rights, as well as the registration in the land records of alienated buildings of the seller's privilege/the seller's legal mortgage, for the unpaid price, if the situation requires it.
- 5.13. amendment of the articles of incorporation of the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., respectively SCALA ZECE S.R.L. depending on the needs, in accordance with the provisions of the law, for any objectives, as well as the running of some corporate procedures, Mr. Pitic Mihai-Dan having full powers in all aspects that converge towards their completion, without being limited to:
- a) increase of the social capital by debt conversion, contribution in kind and/or cash, brought by the existing associates/shareholders or by co-optation of new associates/shareholders;
  - b) reducing the social capital by: reducing the number of shares/shares; reduction of the nominal value of shares or shares; acquisition of own shares, followed by their cancellation;
  - c) appointment/revocation/change of administrators;
  - d) change of registered office;
  - e) establishment of secondary offices, work points, including branches/subsidiaries;
  - f) completion of secondary activity objects;
  - g) modification of the main object of activity;
  - h) changing the name of the company;
  - i) changing the legal form of organization;
  - j) changing the duration of the company;
  - k) merger/division;
  - l) dissolution/liquidation;
  - m) acquisitions/transfers of shares/shares, held in the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L.;
  - n) acquisitions/transfers of shares/shares of the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. held in third-party companies, in SCALA DEVELOPMENT S.A. or held within the companies listed in this subsection;
  - o) the participation of the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. to increase the share capital in third-party companies or in SCALA DEVELOPMENT S.A. by converting receivables, contribution in kind and/or cash, etc.

p) the granting of loans (if applicable), by the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. , the companies in which they are associates/shareholders or to SCALA DEVELOPMENT SA. The amount borrowed, the duration of the loan, the interest, the repayment methods and the other conditions of the loan contract will be established by the legal representatives of the signatory companies.

6. Approval of the delegation, if applicable, by the administrator of the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. to another person of his duties regarding the implementation of any of the decisions mentioned above. In this sense, Mr. Pitic Mihai-Dan in his capacity as trustee of SCALA DEVELOPMENT S.A. will be able, together with the other associates of the companies mentioned in the first sentence of this point, to appoint one or more people (including Mr. Pitic Mihai-Dan) to represent these companies, with the purpose of negotiating and signing any documents, statements, requests or contracts before public notaries, banking institutions, city hall, Cluj County Police Inspectorate, Cluj Emergency Situations Inspectorate, OCPI Cluj, ANAF Cluj, Cluj Trade Register, Bucharest Stock Exchange, as well as any public institutions (the list is not exhaustive, but exemplary), natural or legal persons necessary to fulfill the provisions indicated in points 1 - 5 and 7 of this convocation.

7. Approval of the establishment of any types of guarantees, real estate, movable or personal, payment instruments issued by SCALA DEVELOPMENT SA in order to guarantee the financing accessed and/or the obligations assumed by the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. in order to carry out their activity, as well as assuming the capacity of co-debtor, as the case may be, under the conditions provided by the legislation in force. In this sense, Mr. Pitic Mihai-Dan is mandated with full powers, during the entire period of operation of the companies SCALA DOI S.R.L., SCALA TREI S.R.L., SCALA PATRU S.R.L., SCALA CINCI S.R.L., SCALA SASE S.R.L., SCALA SAPTE S.R.L., SCALA OPT S.R.L., SCALA NOUĂ S.R.L., SCALA ZECE S.R.L. in order, in the name and on behalf of SCALA DEVELOPMENT SA, to negotiate and conclude the guarantee contracts, any other necessary documents, as well as to fulfill all the necessary formalities according to the law, vis-à-vis any natural persons, legal persons or public institutions/authorities for the valid establishment of the negotiated guarantees.

8. Approval of the power of attorney of Mr. Pitic Mihai-Dan, President of the Board of Directors of SCALA DEVELOPMENT S.A., to sign, in the name and on behalf of SCALA DEVELOPMENT S.A., all and any documents necessary to achieve the objectives from points 1 - 7 of this notice, including in front of the notary , for making any decisions, carrying out any action/task, signing any act, in front of any public and/or private institution, in order to fully achieve the objectives specified in points 1 - 7 of this convocation. In the conditions of compliance by the trustee Pitic Mihai-Dan with the mandate subject to approval, the shareholders renounce any action based on articles 1303 - 1304 of the New Civil Code.

9. Approval of the delegation by Mr. Pitic Mihai-Dan, President of the Board of Directors, by authentic mandate of Mr. Lucian-Stefan dwarf and Mr. Tiganetea Anton-Ionita, in order to achieve any of the objectives set out in points 1 - 8 of this convocation.

10. Approval of 09.11.2023 as registration date and 08.11.2023 as ex date.

11. Approval of the mandate of a person to sign on behalf of and for all the shareholders of the company the EGMS Decision that will be adopted.

12. Approval of the mandate of a person to fulfill all the formalities regarding the registration of the EGMS Decision that will be adopted at ORC Cluj, its publication in the Official Gazette of Romania, part IV and to obtain the related documents issued by ORC.

The President of the Board