

## **CURRENT REPORT**

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

<i>Report date:</i>	<b>May 29, 2026</b>
<i>Issuer's name:</i>	<b>MF CAPITAL S.A.</b>
<i>Registered office:</i>	<b>Bucharest, 5-25 Popa Lazar Street, District 2</b>
<i>Phone/fax number:</i>	<b>0212520085</b>
<i>Unique Registration Code:</i>	<b>655</b>
<i>Trade Registry No.:</i>	<b>J1991002353401</b>
<i>Subscribed and paid-in capital:</i>	<b>9,264,890 lei</b>
<i>Market on which the issued securities are traded:</i>	<b>Main Market, Standard category, BVB</b>
<i>Trading symbol:</i>	<b>MECE</b>

### **Important events to be reported:**

#### **RESOLUTIONS ADOPTED BY THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MF CAPITAL S.A. HELD ON MAY 28, 2026**

*The ordinary general meeting of shareholders of MF Capital SA, held in accordance with the law and the articles of association on May 28, 2026, at the company's headquarters in Bucharest, Sector 2, 5–25 Popa Lazar Street, was attended by shareholders registered in the shareholder register as of the reference date of May 15, 2026, holding, out of a total of 3,705,956 shares with a par value of 2.50 lei, holding a total of 3,397,545 shares representing the same number of votes, respectively 91.6780% of the total share capital and 91.6954% of the total voting rights corresponding to 3,705,250 voting shares, adopt the following resolutions:*

#### **RESOLUTION NO. 1 / May 28, 2026**

*Pursuant to Article 111(2)(a) of Law No. 31/1990 on Companies, as republished, with subsequent amendments and additions, and based on the Directors' Report, the Financial Auditor's Report, and the individual and consolidated financial statements for the 2025 fiscal year;*

*With the unanimous vote of the shareholders present,*

*The Ordinary General Meeting of Shareholders resolves:*

***Unic Article. To approve the financial statements as of December 31, 2025, as presented for review by the General Meeting.***

**RESOLUTION NO. 2 / May 28, 2026**

*Pursuant to Article 65<sup>1</sup> of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments and additions,  
With the unanimous vote of the shareholders present,  
The Ordinary General Meeting of Shareholders resolves:*  
**Unic Article. To approve the 2025 Annual Financial Report.**

**RESOLUTION NO. 3 / May 28, 2026**

*Pursuant to Article 111(2)(a) of Law No. 31/1990 on Companies, as republished, with subsequent amendments and additions, and Article 19(1) of Accounting Law No. 82/1991,  
With the unanimous vote of the shareholders present,  
The Ordinary General Meeting of Shareholders resolves:*  
**Unic Article. To approve the allocation of the net profit earned by the company in the 2025 fiscal year to the development fund (account "Other Reserves"), with the exception of the profit derived from the revaluation of tangible fixed assets, which shall be transferred to account 117 "Retained Earnings."**

**RESOLUTION NO. 4 / May 28, 2026**

*Pursuant to Article 111(2)(d) of Law No. 31 / 1990 on Companies, as republished, with subsequent amendments and additions, and following the approval of the Directors' Report (2025 Annual Report of MF Capital SA) and the financial statements as of December 31, 2025;  
With the unanimous vote of the shareholders present and in accordance with the results of the secret ballot cast during the meeting,  
The Ordinary General Meeting of Shareholders resolves:*  
**Unic Article. To approve the discharge of the directors for the 2025 fiscal year.**

**RESOLUTION NO. 5 / May 28, 2026**

*In accordance with the provisions of Article 107 of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments and additions,  
With the unanimous vote of the shareholders present,  
The Ordinary General Meeting of Shareholders resolves:*  
**Unic Article. To approve the remuneration report for the company's directors for the 2025 fiscal year, as presented during the meeting.**

**RESOLUTION NO. 6 / May 28, 2026**

*Pursuant to Article 111(2)(c) of Law No. 31/1990 on Companies, as republished, with subsequent amendments and additions, and in application of the provisions of Article 106(7) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments and additions,  
With the unanimous vote of the shareholders present,  
The Ordinary General Meeting of Shareholders resolves:*  
**Unic Article. Approves the setting of the net remuneration due to the directors for the 2026 fiscal year at the level of 12,000 lei per month for each director, effective as of January 1, 2026.**

### **RESOLUTION NO. 7 / May 28, 2026**

Pursuant to Article 111(2)(e) of Law No. 31/1990 on companies, as republished, with subsequent amendments and additions, and following the review of the draft income and expense budget for the year 2026 and the activity and investment program presented by the Company's Management, the ordinary general meeting of shareholders resolves:

Art. 1. **Approves**, by unanimous vote of the shareholders present, **the company's revenue and expenditure budget** for the year 2026 as presented for review at the general meeting, **as well as the activity program and investment program** for the year 2026 consisting of acquisitions of assets and shares/equity interests and programs to modernize the Company's real estate assets, with the stipulation that the renovation and modernization of the property located in Bucharest at 5-26 Popa Lazar Street ("Hala 100") will aim to create commercial spaces intended exclusively for rental purposes.

Art. 2. **Approves**, by a unanimous vote of the shareholders present, **a credit limit of 10 million euros for loans** to be contracted starting in 2026; this limit does not include loans contracted in previous years and still outstanding as of the date of this resolution.

Art. 3. **Approves**, by unanimous vote of the shareholders present, **the authorization of the Chairman of the Board of Directors—General Manager of the company**, with the possibility of substitution, to carry out all operations necessary for the implementation of the business plan and the investment plan, to establish loan repayment guarantees, and to represent the company before any authorities and natural or legal persons for the purpose of signing the relevant documents; the scope of these operations includes: (i) identifying opportunities and partnerships for the acquisition of shares and the acquisition of assets/real estate (land and buildings) and the negotiation/conclusion/signing, in the name and on behalf of the company, of the necessary contracts, (ii) the selection of banking and/or non-banking credit institutions based on the credit terms and guarantees they offer, (iii) negotiating/concluding/signing, in the name and on behalf of the company, loan agreements and related contracts, (iv) selecting real estate and/or movable property that may be/will be mortgaged to secure the repayment of loans.

### **RESOLUTION NO. 8 / May 28, 2026**

Following an analysis of the proposals submitted by the Company's Management regarding the activities of the companies in which the issuer MF Capital SA holds, directly or indirectly, equity interests,

The Ordinary General Meeting of Shareholders resolves:

Unic Article. **Approves**, by a unanimous vote of the shareholders present, **the authorization of the Chairman of the Board of Directors—and CEO—of MF Capital SA**, with the option of substitution, to represent the company at the general meetings of shareholders of the companies in which it holds, directly or indirectly, equity interests, and to propose/approve the measures necessary for the conduct of their business and for the contracting of loans and the establishment of repayment guarantees, including through guarantees provided by the parent company, acting, in this regard, to: (i) negotiate/conclude/sign, in the name and on behalf of the company, real estate and/or movable property security agreements and/or other legal forms of guarantee for the loans contracted by the companies in which MF Capital SA holds equity interests, (ii) select the real estate or movable property belonging to MF Capital S.A. that may be or will be mortgaged to guarantee the repayment of the loans contracted by these companies.

### **RESOLUTION NO. 9 / May 28, 2026**

*In accordance with the provisions of Article 87 of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments and additions, and of Article 2(2)(l) of ASF Regulation No. 5/2018 on issuers of financial instruments and market operations,*

*With the unanimous vote of the shareholders present,*

*The Ordinary General Meeting of Shareholders resolves:*

*Unic Article. **Approves June 16, 2026, as the record date** for shareholders affected by the resolutions adopted at the ordinary general meeting of shareholders held on May 28, 2026, and **June 15, 2026, as the “ex-date.”***

### **RESOLUTION NO. 10 / May 28, 2026**

*Following the vote cast during the meeting,*

*With the unanimous vote of the shareholders present,*

*The Ordinary General Meeting of Shareholders resolves:*

*Unic Article. **The General Director** of the company **is hereby authorized**, with the right to delegate, to sign the resolutions of the ordinary general meeting held on May 28, 2026, as well as all documents, contracts, applications, forms, requests, and the like, adopted/drafted for the purpose of implementing and carrying out 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, publicity, enforceability, and execution/implementation and publication of said resolutions.*

### **RESOLUTIONS NO. 1, 2, 3, AND 4 DATED MAY 28, 2026, OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MF CAPITAL SA**

*The Extraordinary General Meeting of Shareholders of MF Capital S.A., duly convened and held on May 28, 2026, at the Company’s registered office located in Bucharest, Sector 2, 5–25 Popa Lazăr Street, was attended by shareholders registered in the shareholders’ register on the reference date of May 15, 2026, holding a total of 3,397,545 shares, representing the same number of votes, out of a total of 3,705,956 shares with a nominal value of RON 2.50 each, i.e. 91.6780% of the total share capital and 91.6954% of the total voting rights corresponding to 3,705,250 voting shares, and adopted the following resolutions:*

### **RESOLUTION NO. 1 / May 28, 2026**

*Unic Article. **Approves**, by unanimous vote of the shareholders present, **the increase in the share capital of Itagra S.A.**, unique registration code 18792370, commercial registry number J21/316/2006, **by the amount of 2,500,000 lei**, through the conversion into newly issued shares of certain, liquid, and due receivables held by MF CAPITAL S.A. against Itagra S.A., receivables resulting from loans previously granted to the latter in its capacity as majority shareholder.*

**RESOLUTION NO. 2 / May 28, 2026**

*Unic Article. Approves, by unanimous vote of the shareholders present, the authorization of the Company's General Manager to represent the Company at the general meeting of shareholders of Itagra S.A. and to propose/establish, on behalf of the majority shareholder of that company, all legal conditions for the implementation of the share capital increase.*

**RESOLUTION NO. 3 / May 28, 2026**

*Unic Article. Approves, by unanimous vote of the shareholders present, that the record date for shareholders affected by the resolutions adopted at the extraordinary general meeting held on May 28, 2026, shall be June 16, 2026, and that the "ex-date" shall be June 15, 2026.*

**RESOLUTION NO. 4 / May 28, 2026**

*Unic Article. Approves, by unanimous vote of the shareholders present, the authorization of the Company's General Manager, with the possibility of substitution, to sign the resolutions of the extraordinary general meeting held on May 28, 2026, as well as all documents/documentation, contracts, applications, forms, requests, and the like, adopted/drafted for the purpose of and to execute 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, and implementation of the adopted resolutions.*

*Chairman of the Board of Directors – General Manager  
Mollo Sergio*