

**CONVENING NOTICE**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**GRUP ȘERBAN HOLDING S.A.**

No. 55 din 11.11.2024

The Board of Directors of **Grup Șerban Holding S.A.**, a joint-stock company duly organized and existing under the laws of Romania, having its registered office in Filipești, Bogdănești commune, 25 Principală Street, Bacău county, Romania, registered with the Trade Register under no. J4/1556/2018, sole identification code (CUI) 40006886 (the **Company**),

pursuant to the provisions of the Companies Law no. 31/1990, as republished, as subsequently amended, of the Law No. 24/2017 on the issuers of financial instruments and market operations, republished, as subsequently amended, FSA Regulation No. 5/2018 on issuers of financial instruments and market operations as subsequently amended and the provisions of the Company's articles of association (the **Articles of Association**),

pursuant to the decision of the meeting of the board of directors of the Company dated 11.11.2024

CONVENES

The **Company's Extraordinary General Meeting of Shareholders (EGMS)** on **16 December 2024**, at 10:30 o'clock, at the Company's headquarters in Filipești, Bogdănești commune, 25 Principală Street, to which all the shareholders of the Company registered in the shareholders' registry (kept by Depozitarul Central S.A.) at the end of the day on 5 December 2024 established as the reference date (the **Reference Date**) shall participate. Should the legal and/or statutory quorum for convening the EGMS not be met on the date mentioned above as the date of the first calling, a second EGMS shall be convened and established for 17 December 2024, having the same agenda, at 10:30 o'clock (Romanian time), at the same place and with the same agenda and having the same Reference Date.

**The Agenda for the Extraordinary General Meeting of the Shareholders**

1. Approval of the entry into by the Company (as the original borrower and original guarantor) of a facility agreement (the **Facility Agreement**), on the one hand, with **(a)** BRD-Groupe Societe Generale s.a. (as lead arranger, documentation agent and original lender), **(b)** Banca Transilvania s.a. (as lead arranger, documentation agent, facility agent, security agent and original lender, hereinafter referred to as the **Security Agent**) and **(c)** Raiffeisen Bank s.a. (as sustainability agent and original lender) (together referred to as the **Financing Parties** or the **Secured Parties**) and on the other hand with the subsidiaries of the company (referred to as the **Subsidiaries**, and together with the Company, shall be referred to as the **Borrowers**): **(a)** Interagroaliment s.r.l., **(b)** Ferma Avicolă Șerban s.r.l., **(c)** Fabrica de Pâine Șerban s.r.l., **(d)** Șerban Distribuție s.r.l., **(e)** Fyn Invest Danmark s.r.l. and **(f)** Luma Land s.r.l. (each as original borrower and original guarantor), in the aggregate amount of up to eur 73,000,000, for the purpose of: **(a)** refinancing in full the existing bank debt (as such term is defined in the facility

agreement), **(b)** financing in full the facility fees (as such term is defined in the Facility Agreement), and **(c)** financing the Borrowers' ongoing business operations;

2. Approval of the entry into by the Company (as mortgagor) of the following agreements related to or in connection with the Facility Agreement:
  - 2.1 The first ranking movable mortgage agreement to be entered into with the Security Agent (as security agent on behalf of the Secured Parties) on the shares held by Mr. Șerban Lucian-Nicolae in the Company representing 51% of the share capital of the Company for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred by any of the Obligors (as defined in the Facility Agreement) to the Secured Parties under or in connection with any Finance Document (the **Shares Mortgage Agreement**);
  - 2.2 Each first ranking movable mortgage agreement to be entered into, on the one hand with the Subsidiaries and on the other hand with the Security Agent (as security agent on behalf of the Secured Parties) over all the shares held by the Company in the Subsidiaries for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred by any of the Obligors to the Secured Parties under or in connection with any Finance Document (the **Social Parts Mortgage Agreements**);
  - 2.3 The first ranking movable mortgage agreement to be entered into with the Security Agent (as security agent on behalf of the Secured Parties) on all bank accounts opened by the Company for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred by any of the Obligors to the Secured Parties under or in connection with any Finance Document (the **Accounts Mortgage Agreement**);
  - 2.4 The first-ranking movable mortgage agreement to be entered into with the Security Agent (as security agent on behalf of the Secured Parties) over all claims, movable assets and inventory (universality) of the Company for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred by any of the Obligors to the Secured Parties under or in connection with any Finance Document (the **Universality Mortgage Agreement**);
  - 2.5 The subordination agreement to be entered into, on the one hand with the Subsidiaries and other Subordinated Creditors (as defined in the Subordination Agreement) and on the other hand with the Security Agent (as security agent on behalf of the Secured Parties) (the **Subordination Agreement**);
  - 2.6 The guarantee agreement to be entered into, on the one hand, with Mr. Șerban Lucian-Nicolae and Ms. Irina Mihaela Șerban (both as guarantors) and, on the other hand, with the Security Agent (as security agent on behalf of the Secured Parties) (the **Guarantee Agreement**); and
  - 2.7 The turnover commitment to be entered into, on the one hand with the Subsidiaries and on the other hand with the Financing Parties (the **Turnover Commitment**),

(the Facility Agreement, the Shares Mortgage Agreement, the Social Parts Mortgage Agreements, the Accounts Mortgage Agreement, the Universality Mortgage Agreement, the Subordination Agreement, the Guarantee Agreement and the Turnover Commitment, and all and any other agreements, documents, addenda, notices, requests, registrations related to or

required in connection with the aforementioned shall be together referred to as the **Finance Documents**)

3. Approval of the power of attorney to the Board Of Directors of the Company:
  - 3.1 to negotiate and approve the final forms of the Finance Documents of the Company;
  - 3.2 to empower the general director, namely Mr. Şerban Lucian Nicolae, having the possibility to sub-delegate, to sign in the name and on behalf of the Company the Finance Documents, including (if applicable) the issuance of any powers of attorney in any form provided by law, as well as to represent the Company before any public or private entities, including the Trade Register, the National Registry for Movable Publicity, the National Agency for Cadastre and Real Estate Publicity, Offices of Cadastre and Real Estate Publicity, any notary public, etc;
  - 3.3 to empower the executive members of the Board of Directors and/or the Directors of the Company, having the power to sub-delegate, that in the name and on behalf of the Company, with full power and authority, to carry out all the necessary formalities in order to register the EGMS decision, to submit, to request the publication in the Official Gazette of Romania part IV of the decision, to collect any documents, to fulfil any necessary formalities before the Trade Register Office, as well as before any other authority, public institution, legal or natural person, as well as to execute any operations, in order to carry out and ensure the enforceability of the decisions to be adopted by the EGMS.
4. To approve the issuance by the Company, as sole shareholder for each of the Subsidiaries, of the sole shareholder decisions for each Subsidiary in order to approve, among others, the following:
  - 4.1 the Facility Agreement;
  - 4.2 each first ranking movable mortgage agreement to be entered into by the Company (as mortgagor), on the one hand with the Subsidiaries and on the other hand with the Security Agent (as security agent on behalf of the Secured Parties) on all of the shares held by the Company in the Subsidiaries, for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred by any of the Obligors to the Secured Parties under or in connection with any Finance Document;
  - 4.3 each first ranking movable mortgage agreement to be entered into by each Subsidiary with the Security Agent (as security agent on behalf of the Secured Parties) on all bank accounts opened by each Subsidiary for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred by any of the Obligors to the Secured Parties under or in connection with any Finance Document;
  - 4.4 each first ranking movable mortgage agreement to be entered into by each Subsidiary with the Security Agent (as security agent on behalf of the Secured Parties) over all claims, movable assets and inventory (universality) of each Subsidiary for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred by any of the Obligors to the Secured Parties under or in connection with any Finance Document;
  - 4.5 each first-ranking real estate mortgage agreement to be entered into by each Subsidiary with the Security Agent (as security agent on behalf of the Secured Parties) and the Secured Parties over all real estate assets of each immovable assets of each Subsidiary for the purpose of securing all present and future moneys, debts and payment obligations due, owing or incurred

by any of the Obligors to the Secured Parties under or in connection with any Finance Document;

- 4.6 the Subordination Agreement;
- 4.7 the Turnover Commitment,
- 4.8 any and all other agreements, documents, addenda, notices, requests, registrations related to or required in relation to the documents mentioned at items 4.1 to 4.7 above; and
- 4.9 granting powers of attorney to relevant persons to negotiate, approve and sign the documents mentioned at items 4.1 to 4.8 above in the name and on behalf of each Subsidiary, including (if applicable) the issuance of any powers of attorney in any form provided by law, as well as to represent the Company before any public or private entities, including the Trade Register, the National Registry for Movable Publicity, the National Agency for Cadastre and Real Estate Publicity, Offices of Cadastre and Real Estate Publicity, any notary public, etc.

## **DETAILS ON THE EGMS**

### **I. The identification requirements applicable to the shareholders**

The identification requirements applicable for the natural person shareholder and/or for his/her proxy and/or for the legal representative/proxy of the legal entity shareholder are:

- (a) for **natural persons shareholders**:
  - (i) to be accompanied by the shareholder's identification document or, as the case may be, a copy of the shareholder's identification document (ID for Romanian citizens or passport for foreign citizens), allowing their identification in the Company's shareholders' register held by Depozitarul Central SA
  - (ii) the acknowledgement of the proxy capacity shall be based on the special power of attorney or the general power of attorney issued by the shareholder; the general power of attorney may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer; the general power of attorney will be accepted without requiring additional documents regarding the shareholder, if it complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power of attorney, indicating that:
    - the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
    - the general power of attorney is signed by the shareholder, including by attaching a qualified electronic signature if applicable.

The declaration signed and, as the case may be, stamped, will be sent in original together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, the

credit institution may vote at the EGMS on the basis of voting instructions received by electronic means of communication, without the need of a special or general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the **Reference Date**.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.

- (iii) copy of the identification document of the proxy or the representative of the proxy that are natural persons (ID for Romanian citizens or passport for foreign citizens),
- (iv) in case of votes submitted by a legal person proxy: the proof of the natural person's capacity that represents the legal person proxy shall be made by an ascertaining certificate of the legal person representative (not older than 30 days at the date of the EGMS)/documents similar to the ones mentioned above (not older than 30 days at the date of the EGMS), or by a power of attorney issued by the legal representative of the proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the EGMS).

**AND**

(b) for **legal persons shareholders:**

- (i) acknowledgement/confirmation of the legal representative capacity shall be based on the list of shareholders received from Depozitarul Central SA; nevertheless, if the shareholder/the person having this obligation has not timely informed Depozitarul Central SA with respect to its legal representative (so that the shareholders' register reflects this on the Reference Date), then the ascertaining certificate (not older than 30 days at the date of the EGMS)/documents similar to those mentioned above (not older than 30 days at the date of the EGMS) must prove the legal representative capacity of the legal person shareholder;
- (ii) acknowledgement of the conventional representative/proxy capacity shall be based on the special power of attorney issued by the legal representative of the shareholder, identified according to letter (i) above or based on the general power of attorney issued by the legal representative of the shareholder (the latter may be granted only to an "intermediary" as defined in the capital market legislation, or to a lawyer) or, in the case of shareholders that are international organizations, based on a special or general power of attorney (the latter may be granted only to an „intermediary" as defined in the capital market legislation, or to a lawyer) granted under the standard procedure used by that organization, accompanied by all the supporting documents on the quality of

the signatories; the general power of attorney will be accepted without requiring additional documents regarding the shareholder, if it complies with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on his/ her own risk given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power of attorney, indicating that

- the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- the general power of attorney is signed by the shareholder, including by attaching a qualified electronic signature, if applicable.

The declaration signed and, as the case may be, stamped, will be sent in original together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, the credit institution may vote at the EGMS on the basis of voting instructions received by electronic means of communication, without the need of a special or general power of attorney to be issued by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the **Reference Date**.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;
- that the credit institution provides custody services to that shareholder.

The declaration signed and, if applicable, stamped will be submitted in original.

- (iii) copy of the identification document of the legal representative/proxy (ID for Romanian citizens or passport for foreign citizens);
- (iv) in case of votes submitted by legal person proxy: the proof of the natural's person capacity that represents the legal person proxy shall be made by an ascertaining certificate of the proxy (not older than 30 days at the date of the EGMS)/ documents similar to those mentioned above (not older than 30 days at the date of the EGMS) or by a power of attorney issued by the legal representative of the proxy, as it is registered at the Trade Registry or similar authorities, together with the ascertaining certificate or similar documents (no older than 30 days at the date of the EGMS).

The documents certifying the capacity of the legal/conventional representative/proxy that are drafted in a foreign language other than English shall be accompanied by a translation made by an authorized translator in Romanian and/or in English.

## **II. Participation of the shareholders to the EGMS**

The shareholders registered on the **Reference Date** in the Company's shareholders' register kept by Depozitarul Central SA may attend the EGMS and vote:

- in person by direct vote;
- through a representative with a special or general power of attorney (the latter may be granted only to an „intermediary” as defined in the capital markets legislation, or to a lawyer) or by a credit institution providing custody services;
- by correspondence.

(a) **Voting in person**

In case of voting in person, the shareholders that are natural persons and the shareholders that are legal persons shall be entitled to participate in the EGMS by the mere proof of their identity, and their legal representatives', respectively, as the case may be, according to the identification requirements mentioned in Section I (*The identification requirements applicable to the shareholders*) above.

(b) **Voting through a representative with a special or a general power of attorney or by a credit institution providing custody services**

The representation of shareholders in the EGMS may be done through a representative/proxy, who may be another shareholder or a third party, by filling in and signing the form for the special power of attorney. In case of the discussion within the EGMS, in accordance with the legal provisions, of items not included on the published agenda, the proxy may vote in their respect according to the interest of the represented shareholder.

A shareholder may also grant a valid general power of attorney for a period that shall not exceed 3 years, unless the parties did not stipulated a longer period, allowing its representative to vote in all matters debated by the EGMS, including the acts of disposal, under the condition that the power of attorney is granted by the shareholder, as client, to an “intermediary”, as defined in the capital market legislation, or to a lawyer. In case the shareholder is being represented by a credit institution providing custody services, the latter may vote in the EGMS based on the voting instructions received by way of electronic communication means, without being necessary the issuance of a special power of attorney or a general one. The custodian bank shall vote solely in accordance with and within the limits of instructions received from its clients, in their capacity as shareholders at the **Reference Date**. The general powers of attorney, as the case may be, and the votes casted by credit institutions providing custody services, shall be accompanied by the declarations indicated at Section 1 above (*The identification requirements applicable to the shareholders*).

A shareholder may appoint only one person to represent it at the EGMS meeting. Nevertheless, a shareholder may appoint by its power of attorney one or more substitute representatives to ensure its representation in the EGMS in case the appointed representative is unable to fulfil its mandate. If by the power of attorney more substitute representatives are appointed, the shareholder shall determine the order in which they will exercise their mandate.

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the EGMS provided that it submits a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the EGMS;

- that the credit institution provides custody services to that shareholder.

The special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer or of the credit institution providing custody services and the general power of attorney (before being used for the first time), mentioned above, filled in and signed by the shareholders, shall be submitted in writing either (i) in original (in what concerns the special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer and of the credit institution providing custody services) or in copy containing the mention of its conformity with the original under the representative's signature (in what concerns the general power of attorney) in hardcopy (in person or by post/ courier service, with confirmation of receipt) at the Company's registered office, or (ii) via e-mail, with qualified electronic signature incorporated, according to Law no. 214/2024 regarding electronic signature, at [ir@grup-serban.ro](mailto:ir@grup-serban.ro), so as to be received by the Company not later than **14 December 2024 at 10:30** o'clock, namely at least 48 hours before the EGMS takes place, under penalty of losing the right to vote in the EGMS, signed, without any further formalities in connection with the form of these documents. Both means of transmitting the powers of attorney must state clearly in writing in capital letters: **"POWER OF ATTORNEY FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 16/17 December 2024"**.

For identification purposes, the special power of attorney shall be accompanied by documents attesting the fulfilment of the identification requirements mentioned in section I (*The identification requirements applicable to the shareholders*).

The general power of attorney granted by a shareholder, as client, to an intermediary, as defined in the capital market legislation, or to a lawyer, shall be valid without presenting other additional documents relating to that shareholder, if the power of attorney is drafted according to Regulation no. 5/2018 on the issuers of financial instruments and market operations, is signed by the shareholder in question and is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer that has received the mandate by the general power of attorney, evidencing that: (i) the power of attorney is granted by that shareholder, as client, to the intermediary, as defined in the capital market legislation, or to the lawyer, as the case may be, and (ii) the general power of attorney is signed by the shareholder, inclusively by adding a qualified electronic signature, if the case.

The special and general powers of attorney are valid for both the first calling of the EGMS and the second calling of the EGMS, should the legal and/or statutory quorum provided for holding the EGMS at the first calling not be met.

The special or, as the case may be, general powers of attorney or the documents attesting the capacity of the legal representatives shall be retained by the Company and a mention in this regard shall be made in the minutes of this meeting.

The shareholders cannot be represented in the EGMS through a general power of attorney by a person that is in a situation of conflict of interests according to art. 105 para. (15) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished. The proxy cannot be substituted by another person except for the case when this right was expressly conferred by the shareholder in the power of attorney (without prejudice to the right of the shareholder to appoint a substitute representative). If the proxy is a legal person, it may execute the granted proxy through any person that is part of the administrative or management body or any of its employees, subject to the identification requirements set out in Section I above (*The identification requirements applicable to the shareholders*).

The special power of attorney form:

- (i) shall be made available to the shareholders by the Company starting with **13 November 2024** on the Company's website at [www.grup-serban.ro](http://www.grup-serban.ro), under „Investors > General Meetings” section;
- (ii) the special power of attorney form shall be updated by the Company if there will be new items added on the agenda of the EGMS and the updated version shall be published on the Company's website at [www.grup-serban.ro](http://www.grup-serban.ro), under „Investors > General Meetings” section. In case the agenda is supplemented/updated and the shareholders do not send updated special powers of attorney, the powers of attorney submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that were also found on the initial agenda;
- (iii) shall be filled in by the shareholder in three (3) originals: one for the shareholder, one for the proxy, and one for the Company.

The Company accepts the appointment of representatives by electronic means at the email address [ir@grup-serban.ro](mailto:ir@grup-serban.ro), according to Law 214/2024 on the electronic signature. In this case the power of attorney shall be submitted by qualified electronic signature.

(c) **Voting by correspondence**

Shareholders registered on the Reference Date may vote by correspondence, before the EGMS, by not later than **13 December 2024 (including)** – date of receipt of their vote by the Company, voting to take place by using the voting ballot forms for the EGMS made available to the shareholders starting with **13 November 2024**. For voting by correspondence the following system shall be used:

- (d) if chosen to be transmitted in hard copy, the voting ballot forms by correspondence will be sent/delivered at the company's registered office in Filipești, Bogdănești commune, 25 Principală Street, Bacău county, România by not later than the aforementioned date. The voting ballot form by correspondence shall be deemed valid if it is accompanied by the documents required for participation to the EMGS;
- (e) if chosen to be transmitted via e-mail, the voting ballot forms by correspondence will be sent with qualified electronic signature according to Law 214/2024 on electronic signature, at the e-mail address: [ir@grup-serban.ro](mailto:ir@grup-serban.ro), by no later than the aforementioned date. If the voting ballot form is sent in electronic form, in order for the vote to be deemed valid, the documents required for the participation in the EGMS must also be electronically countersigned (scanned and signed with electronic signature).

Starting with **13 November 2023**, the voting ballot forms by correspondence may be obtained from the company's registered office in Filipești, Bogdănești commune, 25 Principală Street, Bacău county, România or may be downloaded from the company's website ([www.grup-serban.ro](http://www.grup-serban.ro)), investors section.

The voting ballot forms by correspondence shall be updated by the Company if there will be new items added on the agenda of the EGMS and the updated version shall be published on the Company's website at [www.grup-serban.ro](http://www.grup-serban.ro), under *Investors* section -> *General Meeting of Shareholders*. In case the agenda is supplemented/ updated and the shareholders, do not send updated voting ballot forms for voting by correspondence, the voting ballot forms for voting by correspondence submitted prior to the supplement/update of the agenda shall be taken into consideration only for the items that are also found on the initial agenda.

**III. The right of shareholders to add new items on the EGMS agenda**

According to legal provisions, one or more shareholders representing, individually or together, at least

5% of the Company's share capital are entitled, within no more than 15 days from the publication of the EGMS convening notice in the Official Gazette:

- (f) to request in writing that new items are added on the general meeting's agenda, provided that each item is accompanied by a justifying document or by a draft resolution to be approved by the general meeting;
- (g) to present in writing draft resolutions for the items included or proposed to be included on the agenda of the EGMS.

The shareholders' proposals and the documents evidencing fulfilment of the requirements for exercising of these rights will be transmitted by not later than the date aforementioned, namely by not later than **29 November 2024 (including)**, by using one of the following methods of transmission:

- (h) by handwritten signed document, in person or by post/courier services, in closed envelope marked „*Proposal of new items on the agenda of the EGMS dated 16/17 December 2024*” at Grup Serban Holding S.A., Filipești, Bogdănești commune, 25 Principală street, Bacău county, România, if the shareholder wishes to add new items on the agenda of the EGMS; and
- (i) by document signed with qualified electronic signature, according to Law 214/2024 on electronic signature, by e-mail having as subject „*Proposal of new items on the agenda of the EGMS dated 16/17 December 2024*” at the email address: [ir@grup-serban.ro](mailto:ir@grup-serban.ro) if the shareholder wishes to add new items on the agenda of the EGMS.

If the case, the supplemented agenda will be published by not later than **3 December 2024**, with the observance of the applicable legal provisions.

#### **IV. Shareholders' right to address questions on the items on the agenda of the EGMS**

The company's shareholders may ask questions in writing regarding the items on the agenda of the EGMS, together with documents allowing identification of the shareholder as set out in Section I (*The identification requirements applicable to the shareholders*) by not later than the last business days prior to the EGMS (**13 December 2024**). The Company may answer these questions also by posting a response on the company's website ([www.grup-serban.ro](http://www.grup-serban.ro)). Shareholders' questions may be transmitted in writing, by post or courier, at the company's registered office mentioned above, or by electronic means (at: [ir@grup-serban.ro](mailto:ir@grup-serban.ro)).

Additional information regarding the EGMS may be obtained at the registered office of Grup Șerban Holding S.A. – Filipești, Bogdănești commune, 25 Principală Street, Bacău county, România or via dedicated telephone line for investors relation at: +40 31 860 21 01, from Monday until Friday between 11:00 – 17:00 hours, until **13 December 2024 (including)**.

#### **VI. Information materials regarding the agenda:**

The documents necessary to inform the shareholders shall be made available to the shareholders, starting with **13 November 2024**, in Romanian and in English language, as applicable, in electronic format, on the Company's website at [www.grup-serban.ro](http://www.grup-serban.ro), *Investors section -> General Meeting of Shareholders* and in hardcopy at the Company's registered office in Filipești, Bogdănești commune, 25 Principală Street, Bacău county, România, as follows:

- (j) the convening notice of the Extraordinary General Meeting of Shareholders;

- (k) total number of shares and the voting rights at the calling date;
- (l) the full text of the draft resolution to be adopted by the EGMS;
- (m) the form of special powers of attorney to be used for the EGMS for voting by representative;
- (n) the voting ballot form for the vote by correspondence for the EGMS;
- (o) other information/documents regarding the items included on the agenda of the EGMS.

This being the agenda, by this convening notice you are hereby invited to participate in the EGMS, at the time and place mentioned above.

**ȘERBAN LUCIAN NICOLAE**

*Chairman of the Board of Directors*

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