

RESOLUTION OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF

GRUP ȘERBAN HOLDING S.A.

NO. [●] OF APRIL 30, 2025

The Ordinary General Meeting of the Shareholders 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. J2018001556046, sole identification code (CUI) 40006886, having subscribed and paid share capital of RON 180.089.656, consisting of 180.089.656 nominative shares, in dematerialized form, having a nominal value of RON 1 each (the **Company**),

duly convened as per the legal provisions and the provisions of the Company's articles of association, in accordance with the calling notice for the Ordinary General Meeting of the Shareholders of the Company (**OGMS**) dated March 26, 2025, published in the Official Gazette of Romania, Part IV, no. **1502** dated **March 27, 2025** and in the newspaper **Deșteptarea** no. **9585** dated **March 27, 2025** as well as, on **March 31, 2025**, on the Company's website at www.grup-serban.ro, *Investors > General Meetings* section,

duly gathered on the above mentioned date as per the provisions required by the law and in accordance with the provisions of the Company's articles of association (the **Articles of Association**), with the participation of shareholders representing [●]% of the total voting rights and of the Company's share capital:

HEREBY DECIDES AS FOLLOWS:

1. Approval of the Company's individual annual financial statements on and for the financial year ended December 31, 2024, prepared in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Management Report for 2024 and the independent auditor's report on the Company's individual annual financial statements as at and for the financial year ended December 31, 2024.

The OGMS [approves/rejects] the Company's individual annual financial statements as at and for the financial year ended December 31, 2024, prepared in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Management Report for 2024 and the independent auditor's report on the Company's individual annual financial statements as at and for the financial year ended December 31, 2024.

For item 1 of the agenda shareholders owning [●] voting rights, representing [●]% of the share capital and of the total voting rights have been present or validly represented or voted by correspondence.

A number of [●] valid votes have been cast, representing [●] shares, [●]% of the share capital, [●]% of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total voting rights. It has been voted:

“for” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights),

“against” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights).

A number of [●] “abstains” and “not cast” votes were registered.

[●] votes have been annulled.

2. Approval of the annual financial statements of the Consolidated Company at the level of the Company's group of companies on and for the financial year ended December 31, 2024, prepared in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Management Report for 2024 and the independent auditor's report on the consolidated annual financial statements of the Company as at and for the financial year ended December 31, 2024.

The OGMS [approves/rejects] the annual financial statements of the Consolidated Company at the level of the Company's group of companies as at the date and for the financial year ended December 31, 2024, prepared in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Management Report for 2024 and the independent auditor's report on the consolidated annual financial statements of the Company as at and for the financial year ended December 31, 2024

For item 2 of the agenda shareholders owning [●] voting rights, representing [●]% of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of [●] valid votes have been cast, representing [●] shares, [●]% of the share capital, [●]% of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total voting rights. It has been voted:

“for” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights),

“against” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights).

A number of [●] “abstains” and “not cast” votes were registered.

[●] votes have been annulled.

3. Approval of the distribution of net profit for the year ended December 31, 2024.

The OGMS [approves/rejects] the distribution of net profit corresponding to the financial year ended December 31, 2024.

For item 3 of the agenda shareholders owning [●] voting rights, representing [●]% of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of [●] valid votes have been cast, representing [●] shares, [●]% of the share capital, [●]% of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total voting rights. It has been voted:

“for” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights),

“against” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights).

A number of [●] “abstains” and “not cast” votes were registered.

[●] votes have been annulled.

4. Approval of discharge of the members of the Board of Directors of the Company for the financial year ended on December 31, 2024.

The OGMS [approves/rejects] the discharge of the members of the Board of Directors of the Company for the financial year ended on December 31, 2024.

For item 3 of the agenda shareholders owning [●] voting rights, representing [●]% of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of [●] valid votes have been cast, representing [●] shares, [●]% of the share capital, [●]% of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total voting rights. It has been voted:

“for” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights),

“against” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights).

A number of [●] “abstains” and “not cast” votes were registered.

[●] votes have been annulled.

5. Approval of the Company's income and expenditure budget for the financial year 2025, at individual level.

The OGMS [approves/rejects] the income and expenditure budget of the Company for the financial year 2025, at individual level.

For item 5 of the agenda shareholders owning [●] voting rights, representing [●]% of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of [●] valid votes have been cast, representing [●] shares, [●]% of the share capital, [●]% of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total voting rights. It has been voted:

“for” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights),

“against” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights).

A number of [●] “abstains” and “not cast” votes were registered.

[●] votes have been annulled.

6. Approval of the Company's income and expenditure budget for the financial year 2025, at consolidated level.

The OGMS [approves/rejects] the income and expenditure budget of the Company for the financial year 2025, at consolidated level.

For item 6 of the agenda shareholders owning [●] voting rights, representing [●]% of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of [●] valid votes have been cast, representing [●] shares, [●]% of the share capital, [●]% of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total voting rights. It has been voted:

“for” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights),

“against” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights).

A number of [●] “abstains” and “not cast” votes were registered.

[●] votes have been annulled.

7. Approval of the power of attorney of the executive members of the Board of Directors and/or the Directors of the Company, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including the OGMS decision, to submit, to request publication in Monitorul Oficial al României part IV of the decision, to pick up any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, as well as to perform any operations, in order to implement and ensure the opposability of the decisions to be adopted by the AGOA.

The OGMS approves of the power of attorney of the executive members of the Board of Directors and/or the Directors of the Company, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including the OGMS decision, to submit, to request publication in Monitorul Oficial al României part IV of the decision, to pick up any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, as well as to perform any operations, in order to implement and ensure the opposability of the decisions to be adopted by the AGOA.

For item 7 of the agenda shareholders owning [●] voting rights, representing [●]% of the share capital and of the total voting rights have been present or validly represented or voted by correspondence.

A number of [●] valid votes have been cast, representing [●] shares, [●]% of the share capital, [●]% of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total voting rights. It has been voted:

“for” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights),

“against” with a number of [●] validly expressed votes (representing [●]% of the total number of valid votes expressed by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and [●]% of the total number of voting rights).

A number of [●] “abstains” and “not cast” votes were registered.

[●] votes have been annulled.

This resolution was signed in 3 (three) copies originals, in English languages according to the minutes of the Ordinary General Meeting of the Shareholders of the Company dated April 30, 2025.

CHAIRMAN OF THE MEETING

SECRETARY OF THE MEETING
