

To: *Bursa de Valori București S.A.*  
*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 6/2025

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	<b>30.04.2025</b>
Name of the Company	<b>Grup Serban Holding S.A.</b>
Registered Office	<b>Filipești, Bogdanesti commune, 25 Principala Street, Bacau County, Romania</b>
Phone	<b>+40 31 860 21 01</b>
Email	<b>ir@grup-serban.ro</b>
Website	<b>www.grup-serban.ro</b>
Registration nr. with Trade Registry	<b>J2018001556046</b>
Fiscal Code	<b>RO 40006886</b>
Subscribed and paid share capital	<b>RON 180,089,656</b>
Total number of shares	<b>180,089,656</b>
Symbol	<b>GSH</b>
Market where securities are traded	<b>MTS AeRO Premium</b>

**Important events to be reported:** Resolution of the Ordinary General Meeting of Shareholders (OGMS) dated 30 April 2025

On 30 April 2025, starting at 10:00 a.m., at the Company's headquarters located in Filipești village, Bogdănești commune, Principală Street no. 25, Bacău County, Romania, the Ordinary General Meeting of Shareholders of Grup Șerban Holding S.A. (hereinafter referred to as the "Company") was held. The legal and statutory quorum was met at the first convening.

Regarding the net profit of 2024, it has been approved that part of it to be distributed as legal reserves and the remaining to stay in the company as a financing source for company's development projects. The company decided not to distribute dividends from the profit of year 2024.

The resolutions adopted by the Ordinary General Meeting of Shareholders of the Company are attached to this Current Report.

**Șerban Lucian Nicolae**

**CEO**

## RESOLUTION OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF

### GRUP ȘERBAN HOLDING S.A.

#### NO. 1 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](http://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 **95,8323 %** 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 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 **172.584.377** voting rights, representing **95,8323 %** of the share capital and of the total voting rights have been present or validly represented or voted by correspondence.

A number of **172.584.377** valid votes have been cast, representing **172.584.377** shares, **95,8323 %** of the share capital, **100 %** of the total voting rights held by the present or validly represented shareholders or by

the shareholders who validly voted by correspondence and **95,8323** % of the total voting rights. It has been voted:

**“for”** with a number of **172.584.377** validly expressed votes (representing **100** % 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 **95,8323** % of the total number of voting rights),

**“against”** with a number of **0** validly expressed votes (representing **0%** 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 **0%** of the total number of voting rights).

A number of **0** **“abstains”** and **“not cast”** votes were registered.

**0** 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 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 **172.584.377** voting rights, representing **95,8323** % of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of **172.584.377** valid votes have been cast, representing **172.584.377** shares, **95,8323** % of the share capital, **100** % of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and **95,8323** % of the total voting rights. It has been voted:

**“for”** with a number of **172.584.377** validly expressed votes (representing **100** % 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 **95,8323** % of the total number of voting rights),

**“against”** with a number of **0** validly expressed votes (representing **0** % 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 **0** % of the total number of voting rights).

A number of **0** **“abstains”** and **“not cast”** votes were registered.

**0** votes have been annulled.

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

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

For item 3 of the agenda shareholders owning **172.584.377** voting rights, representing **95,8323** % of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of **172.584.377** valid votes have been cast, representing **172.584.377** shares, **95,8323** % of the share capital, **100** % of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and **95,8323** % of the total voting rights. It has been voted:

“for” with a number of **172.584.377** validly expressed votes (representing **100** % 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 **95,8323** % of the total number of voting rights),

“against” with a number of **0** validly expressed votes (representing **0** % 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 **0** % of the total number of voting rights).

A number of **0** “abstains” and “not cast” votes were registered.

**0** 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 the discharge of the members of the Company's Board of Directors, consisting of Șerban-Lucian Nicolae, Șerban Irina-Mihaela and Barna Oana-Theodora, for the financial year ended on December 31, 2024.

For item 4 on the agenda, the following were present or validly represented or voted by correspondence:

- a) For the approval of the discharge of the administrators Serban Irina-Mihaela and Barna Oana-Theodora, a number of 172,584,377 votes were validly cast, corresponding to 172,584,377 shares, representing 95.8323% of the total share capital. The votes were: "for" with a number of 172,584,377 votes validly cast (representing 100% of the total number of votes cast by the shareholders present or validly represented or who voted validly by correspondence), "against" with a number of 0 votes validly cast (representing 0% of the total number of votes cast by the shareholders with voting rights present or validly represented or who voted validly by correspondence). A number of 0 "abstentions" and "not cast" votes were recorded. 0 votes were cancelled.
- b) Pentru aprobarea descărcării de gestiune a administratorului Serban-Lucian Nicolae a fost exprimat valabil un număr de 25.823 voturi aferente 25.823 acțiuni, reprezentând 0,0143 % din capitalul

social. S-a votat: ”pentru” cu un număr de 25.823 voturi valabil exprimate (reprezentând 100% din numărul total de voturi exprimate de acționarii cu drept de vot prezenți sau reprezentați în mod valabil sau care au votat valabil prin corespondență), ”împotriva” cu un număr de 0 voturi valabil exprimate (reprezentând 0% din numărul total de voturi exprimate de acționarii prezenți sau reprezentați în mod valabil sau care au votat valabil prin corespondență). A fost înregistrat un număr de 172.558.554 ”abțineri” și voturi ”neexprimate”. Au fost anulate 0 voturi.

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

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

For item 5 of the agenda shareholders owning **172.584.377** voting rights, representing **95,8323 %** of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of **172.584.377** valid votes have been cast, representing **172.584.377** shares, **95,8323 %** of the share capital, **100 %** of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and **95,8323 %** of the total voting rights. It has been voted:

“for” with a number of **172.584.377** validly expressed votes (representing **100 %** 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 **95,8323 %** of the total number of voting rights),

“against” with a number of **0** validly expressed votes (representing **0 %** 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 **0 %** of the total number of voting rights).

A number of **0** “abstains” and “not cast” votes were registered.

**0** 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 the income and expenditure budget of the Company for the financial year 2025, at consolidated level.

For item 6 of the agenda shareholders owning **172.584.377** voting rights, representing **95,8323 %** of the share capital and of the total voting rights have been present or validly represented or voted by correspondence

A number of **172.584.377** valid votes have been cast, representing **172.584.377** shares, **95,8323** % of the share capital, **100** % of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and **95,8323** % of the total voting rights. It has been voted:

“for” with a number of **172.584.377** validly expressed votes (representing **100%** 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 **95,8323** % of the total number of voting rights),

“against” with a number of **0** validly expressed votes (representing **0** % 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 **0** % of the total number of voting rights).

A number of **0** “abstains” and “not cast” votes were registered.

**0** 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 **172.584.377** voting rights, representing **95,8323** % of the share capital and of the total voting rights have been present or validly represented or voted by correspondence.

A number of **172.584.377** valid votes have been cast, representing **172.584.377** shares, **95,8323** % of the share capital, **100** % of the total voting rights held by the present or validly represented shareholders or by the shareholders who validly voted by correspondence and **95,8323** % of the total voting rights. It has been voted:

“for” with a number of **172.584.377** validly expressed votes (representing **100** % 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 **95,8323** % of the total number of voting rights),

“against” with a number of **0** validly expressed votes (representing **0 %** 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 **0 %** of the total number of voting rights).

A number of **0** “abstains” and “not cast” votes were registered.

**0** 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**

Barna Oana – Theodora

**SECRETARY OF THE MEETING**

Grosu Ionuț - Cătălin