

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

CURRENT REPORT 17/2025

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	24.11.2025
Name of the Company	Grup Serban Holding S.A.
Registered Office	Filipești, Bogdanesti commune, 25 Principala Street, Bacau County, Romania
Phone	+40 31 860 21 01
Email	ir@grup-serban.ro
Website	www.grup-serban.ro
Registration nr. with Trade Registry	J2018001556046
Fiscal Code	RO 40006886
Subscribed and paid share capital	RON 180,089,656
Total number of shares	180,089,656
Symbol	GSH
Market where securities are traded	MTS AeRO Premium

Important Events to Report: Resolutions of the OGMS & EGMS dated 24.11.2025

On 24.11.2025, starting with 10:00 AM, at the headquarters of the Company located at Filipești, Bogdanesti commune, 25 Principala Street, Bacau County, Romania, took place the Ordinary General Meeting of Shareholders of Grup Serban Holding S.A. (hereinafter referred to as the "Company"), and starting with 10:30 AM, at the same location, the Extraordinary General Meeting of Shareholders of the Company took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary and Extraordinary General Meetings of Shareholders of the Company are attached to this Current Report.

Șerban Lucian Nicolae
Chief Executive Officer

RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**GRUP ȘERBAN HOLDING S.A.****No. 2 dated 24 November 2025**

The Ordinary General Meeting of Shareholders of GRUP ȘERBAN HOLDING S.A., a joint-stock company incorporated and operating under the laws of Romania, with its registered office in Filipești, Bogdănești Commune, 25 Principală Street, Bacău County, Romania, registered with the Trade Registry under number J2018001556046, sole registration code (CUI) 40006886, having a subscribed and paid-in share capital of RON 180,089,656, divided into 180,089,656 dematerialized nominative shares with a nominal value of RON 1 each (the “Company”),

duly convened in accordance with the legal provisions and the provisions of the Company’s Articles of Association, pursuant to the convening notice for the Ordinary General Meeting of Shareholders (OGMS) dated 21 October 2025, published in the Official Gazette of Romania, Part IV, no. 5067 dated 22 October 2025, in the newspaper “Deșteptarea” dated 23 October 2025, and on 24 October 2025 on the Company’s website at www.grup-serban.ro, Investors → General Meetings section,

legally assembled on the above-mentioned date, in accordance with the applicable legal provisions and with the Articles of Association (the “Articles of Association”), in the presence of shareholders representing 95.8201% of the total voting rights and of the share capital of the Company:

DECIDED AS FOLLOWS:

1. Approval of the renewal of the mandates of the current members of the Board of Directors: ȘERBAN LUCIAN–NICOLAE – Chairman, ȘERBAN IRINA-MIHAELA – Member, and BARNA OANA-THEODORA – Member, for a 4 (four)-year term, until 26.11.2029.

The OGMS approves the renewal of the mandates of the current members of the Board of Directors: ȘERBAN LUCIAN–NICOLAE – Chairman, ȘERBAN IRINA-MIHAELA – Member, and BARNA OANA-THEODORA – Member, for a 4 (four)-year term, until 26.11.2029.

For item 1 on the agenda, the shareholders present or validly represented voted as follows:

a) For the renewal of the mandate of Mr. ȘERBAN LUCIAN–NICOLAE, as Chairman of the Board of Directors, for a 4 (four)-year term, until 26.11.2029, a number of **3,688 votes** corresponding to 3,688 shares were validly expressed, representing **0.0020%** of the share capital. Votes cast: “**for**” – 3,688 votes (100% of votes validly cast by shareholders present or validly represented); “**against**” – 0 votes (0%); “**abstentions**” – 172,558,554 votes; “unexpressed votes” – 172,558,554. Zero (0) votes were cancelled.

b) For the renewal of the mandate of Mrs. ȘERBAN IRINA-MIHAELA, Member of the Board of Directors, for a 4 (four)-year term, until 26.11.2029, a number of **172,562,242 votes** corresponding to 172,562,242 shares were validly expressed, representing **95.8201%** of the total share capital.

Votes cast: “**for**” – 172,562,242 votes (100% of votes validly cast); “**against**” – 0 votes (0%). No abstentions or unexpressed votes were recorded. Zero (0) votes were cancelled.

c) For the renewal of the mandate of **BARNA OANA-THEODORA**, Member of the Board of Directors, for a 4 (four)-year term, until 26.11.2029, a number of **172,562,242 votes** corresponding to 172,562,242 shares were validly expressed, representing **95.8201%** of the total share capital. Votes cast: “**for**” – 172,562,242 votes (100%); “**against**” – 0 votes (0%). No abstentions or unexpressed votes were recorded. Zero (0) votes were cancelled.

Zero (0) votes were cancelled for this item.

2. Approval of the empowerment of the executive members of the Board of Directors and/or of the Company’s Directors, with the possibility of sub-delegation, to sign on behalf of and for the Company any documents, including the OGMS resolution, to file and request the publication of the resolution in the Official Gazette of Romania, Part IV, to collect any documents, to fulfil any formalities before the Trade Registry, as well as before any other authority, public institution, legal or natural person, and to carry out any operations necessary to implement and ensure the enforceability of the resolutions to be adopted by the OGMS.

The OGMS approves the empowerment of the executive members of the Board of Directors and/or of the Company’s Directors, with the possibility of sub-delegation, to sign on behalf of and for the Company any documents, including the OGMS resolution, to file and request its publication in the Official Gazette of Romania, Part IV, to collect any documents, to carry out any formalities before the Trade Registry, as well as any other authority, public institution, legal or natural person, and to perform any operations required for the implementation and opposability of the resolutions adopted by the OGMS.

For item 2 on the agenda, shareholders holding **172,562,242 voting rights**, representing **95.8201%** of the share capital and of the total voting rights, were present or validly represented.

A total number of **172,562,242 votes** corresponding to 172,562,242 shares (95.8201% of the share capital and 100% of the votes of shareholders present or represented) were validly expressed.

Votes cast:

“**for**” – 172,562,242 votes (100% of votes validly cast; 95.8201% of the total voting rights); “**against**” – 0 votes (0%). No abstentions or unexpressed votes were recorded. Zero (0) votes were cancelled.

This resolution was signed in 3 (three) original copies in Romanian and 3 (three) original copies in English, in accordance with the minutes of the Ordinary General Meeting of Shareholders dated 24 November 2025, and in case of discrepancies between the two linguistic versions, the Romanian version shall prevail.

MEETING CHAIRMAN

Șerban Lucian-Nicolae

MEETING SECRETARY

Grosu Ionuț-Cătălin

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

No. 3 dated 24 November 2025

The Extraordinary General Meeting of Shareholders of **GRUP ȘERBAN HOLDING S.A.**, a joint-stock company incorporated and operating under the laws of Romania, with its registered office in Filipești, Bogdănești Commune, 25 Principală Street, Bacău County, Romania, registered with the Trade Registry under number J2018001556046, sole registration code (CUI) 40006886, having a subscribed and paid-in share capital of RON 180,089,656, divided into 180,089,656 dematerialized nominative shares with a nominal value of RON 1 each (the “Company”), duly convened in accordance with the legal provisions and the provisions of the Company’s Articles of Association, pursuant to the convening notice for the Extraordinary General Meeting of Shareholders (EGMS) dated 21 October 2025, published in the Official Gazette of Romania, Part IV, no. 5067 dated 22 October 2025 and in the newspaper “Deșteptarea” dated 23 October 2025, as well as on 24 October 2025 on the Company’s website at www.grup-serban.ro, Investors → General Meetings section, legally assembled on the above-mentioned date in accordance with the applicable legal provisions and the Company’s Articles of Association, in the presence of shareholders representing **95.8201%** of the total voting rights and of the share capital of the Company:

DECIDED AS FOLLOWS:

1. Approval of the change of the registered office to Sascut, 4 Silozului Street, Sascut Commune, Bacău County.

The EGMS approves the change of the registered office to Sascut, 4 Silozului Street, Sascut Commune, Bacău County.

For item 1 on the agenda, shareholders holding **172,562,242 voting rights** were present or validly represented, representing **95.8201%** of the share capital and of the total voting rights.

A total of **172,562,242 valid votes** were expressed, corresponding to 172,562,242 shares, representing 95.8201% of the share capital, 100% of the voting rights of the shareholders present or validly represented, and 95.8201% of the total voting rights.

Votes cast:

“**for**” – with a number of **172,562,242 validly cast votes** (representing **100%** of the total number of votes cast by the shareholders present or validly represented and **95.8201%** of the total voting rights),

“**against**” – with a number of **0 validly cast votes** (representing **0%** of the total number of votes cast by the shareholders present or validly represented and **0%** of the total voting rights), and

A number of **0 abstentions** and **0 unexpressed votes** was recorded.

A total of **0** votes were cancelled.

2. Approval of empowering the executive members of the Board of Directors and/or the Company's Directors, with the possibility of subdelegation, to sign on behalf of and for the Company any documents, including the EGMS resolution, to file, request publication of the resolution in the Official Gazette of Romania, Part IV, to collect any documents, to fulfil any formalities before the Trade Registry, as well as before any other authority, public institution, legal or natural person, and to carry out any operations required to implement and ensure the enforceability of the resolutions to be adopted by the EGMS.

The EGMS approves the empowerment of the executive members of the Board of Directors and/or the Company's Directors, with the possibility of subdelegation, to sign on behalf of and for the Company any documents, including the EGMS resolution, to file, to request its publication in the Official Gazette of Romania, Part IV, to collect any documents, to fulfil any necessary formalities before the Trade Registry and before any other authority, public institution, legal or natural person, and to perform any operations required to implement and ensure the opposability of the resolutions adopted by the EGMS.

For item 2, shareholders holding **172,562,242 voting rights**, representing **95.8201%** of the share capital and of total voting rights, were present or validly represented.

A total of **172,562,242 votes** were validly expressed, representing 95.8201% of the share capital, 100% of the voting rights of shareholders present or validly represented, and 95.8201% of the total voting rights.

Votes cast:

“for” – with a number of **172,562,242 validly cast votes** (representing **100%** of the total number of votes cast by the shareholders present or validly represented and **95.8201%** of the total voting rights),

“against” – with a number of **0 validly cast votes** (representing **0%** of the total number of votes cast by the shareholders present or validly represented and **0%** of the total voting rights), and

A number of **0 abstentions** and **0 unexpressed votes** was recorded.

A total of **0** votes were cancelled.

This resolution was signed in 3 (three) original copies in Romanian and 3 (three) original copies in English, in accordance with the minutes of the Extraordinary General Meeting of Shareholders dated 24 November 2025, and in case of discrepancies between the two linguistic versions, the Romanian version shall prevail.

MEETING CHAIRMAN

Șerban Lucian-Nicolae

MEETING SECRETARY

Grosu Ionuț-Cătălin