

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS OF**

**GRUP ȘERBAN HOLDING S.A.**

**NO. [●] OF MARCH 18/19, 2026**

The Extraordinary 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 Sascut, Sascut commune, 4 Silozului 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 **Extraordinary General Meeting of the Shareholders of the Company (EGMS)** dated **February 11, 2026**, published in the **Official Gazette of Romania, Part IV**, no. 742 dated **February 12, 2026** and in the newspaper "Desteptarea" dated **February 12, 2026** as well as, on **February 12, 2026**, 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 [●]% of the total voting rights and of the Company's share capital:

**HEREBY DECIDES AS FOLLOWS:**

**1. Approval of the amendment of the Art. 13.1 of the Articles of Association, which will have the following content:**

***"The Company will be managed by a Board of Directors elected by the ordinary general meeting of shareholders for a term of 4 years. The members of the Board of Directors may be re-elected. The Chairman of the Board of Directors will be elected by the ordinary general meeting of shareholders and may also hold the position of General Manager."***

The EGMS [approves/rejects] the amendment of the Art. 13.1 of the Articles of Association.

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 elimination of the Art. 13.5 of the Articles of Association.**

The EGMS [approves/rejects] the elimination of Art. 13.5 of the Articles of Association.

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 amendment of the Art. 14.2 of the Articles of Association, which will have the following content:**

*"The Board of Directors may delegate the management of the company to one or more directors, appointing one of them as general manager, while also establishing their competences. In this case, in relations with third parties, the general manager will have full powers to represent and engage the Company."*

The EGMS [approves/rejects] the amendment of the Art. 14.2 of the Articles of Association.

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 the power of attorney of the members of the Board of Directors and/or the General Manager of the Company, with the possibility of subdelegation, that in the name and on behalf of the Company, with full power and authority, to sign any documents, including the EGMS decision and the updated Articles of Association of the Company, to submit and request the publication in the Official Gazette of Romania of 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.**

The EGMS [approves/rejects] the authorization of the members of the Board of Directors and/or the General Manager of the Company, with the possibility of subdelegation, that in the name and on behalf of the Company, with full power and authority, to sign any documents, including the EGMS decision and the updated Articles of Association of the Company, to submit and request the publication in the Official Gazette of Romania of 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.

For item 4 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) originals in English language and in 3 (three) originals in Romanian language according to the minutes of the Extraordinary General Meeting of Shareholders of the Company dated March 18/19, 2026 and in case of discrepancies between the 2 (two) language versions, the Romanian version shall prevail.*

**CHAIRMAN OF THE MEETING**

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**SECRETARY OF THE MEETING**

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