GRUP SERBAN

To: *Bursa de Valori București S.A.* (Bucharest Stock Exchange)

Autoritatea de Supraveghere Financiară (Financial Supervisory Authority)

CURRENT REPORT 23/2026

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	**24.07.2026**
Name of the Company	**Grup Șerban Holding S.A.**
Registered Office	**Sascut, com. Sascut, str. Silozului nr. 4, jud. Bacău, România**
Phone	**+40 755 271 000**
Email	**ir@grup-serban.ro**
Website	**https://grup-serban.ro**
Registration nr. with Trade Registry	**J2018001556046**
Fiscal Code	**RO 40006886**
Subscribed and paid share capital	**180.089.656 RON**
Total number of shares	**180.089.656**
Symbol	**GSH**
Market where securities are traded	**MTS AeRO Premium**

Important events to be reported: Resolutions of the Ordinary General Meeting of Shareholders dated 24.07.2026

On 24.07.2026, starting at 10:00 AM, at the former registered office of the Company located in Filipești, Bogdănești commune, str. Principală nr. 25, Bacău county, Romania, the Ordinary General Meeting of the Shareholders of Grup Șerban Holding S.A. (hereinafter referred to as the "Company") took place. The legal and statutory quorum was met at the first calling.

The resolutions of the Ordinary General Meeting of the 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 ŞERBAN HOLDING S.A.

NO. 3 OF JULY 24, 2026

The Ordinary General Meeting of the Shareholders of **GRUP ŞERBAN 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 **Ordinary General Meeting of the Shareholders of the Company (OGMS)** dated **June 22, 2026**, published in the **Official Gazette of Romania, Part IV**, no. **4006/2026** dated **June 23, 2026** and in the newspaper **"Deşteptarea"** dated **June 22, 2026** as well as, on **June 22, 2026,** on the Company's website at www.grup-serban.ro, *Investors > General Meetings* section, as amended by the Decision of the Board of Directors of the Company no. 14 dated June 25, 2026, adopted pursuant to art. 117^1 para. (2^1) and (3) of Companies Law no. 31/1990, as republished and subsequently amended, the amendment of the calling notice being published in the **Official Gazette of Romania, Part IV, no. 4231/2026 dated July 1, 2026**, as well as on the Company's website,

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 94,5830% of the total voting rights and 94,5828% of the Company's share capital:

HEREBY DECIDES AS FOLLOWS:

1. Approval of the annual standalone financial statements of the Company prepared for the financial year ended on 31 December 2025, in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Administrators' Report for 2025 and on the independent auditor's report.

The OGMS approves the annual standalone financial statements of the Company prepared for the financial year ended on 31 December 2025, in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Administrators' Report for 2025 and on the independent auditor's report.

For item 1 on the agenda, shareholders holding 170.333.903 voting rights, representing 94,5828% of the share capital and 94,5830% of the total voting rights, were present or validly represented or voted by correspondence.

A number of 170.333.903 valid votes have been cast, representing 170.333.903 shares, 94,5828% 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 94,5830% of the total voting rights. It has been voted:

"for" with a number of 170.333.903 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 94,5830% 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 consolidated financial statements of the Company at the level of the Company's group of companies, prepared for the financial year ended on 31 December 2025, in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Administrators' Report for 2025 and on the independent auditor's report.

The OGMS approves the annual consolidated financial statements of the Company at the level of the Company's group of companies, prepared for the financial year ended on 31 December 2025, in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Administrators' Report for 2025 and on the independent auditor's report.

For item 2 on the agenda, shareholders holding 170.333.903 voting rights, representing 94,5828% of the share capital and 94,5830% of the total voting rights, were present or validly represented or voted by correspondence.

A number of 170.333.903 valid votes have been cast, representing 170.333.903 shares, 94,5828% 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 94,5830% of the total voting rights. It has been voted:

"for" with a number of 170.333.903 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 94,5830% 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 proposal to cover the losses of the financial year ended on 31 December 2025.

The OGMS approves the proposal to cover the losses of the financial year ended on 31 December 2025.

For item 3 on the agenda, shareholders holding 170.333.903 voting rights, representing 94,5828% of the share capital and 94,5830% of the total voting rights, were present or validly represented or voted by correspondence.

A number of 170.333.903 valid votes have been cast, representing 170.333.903 shares, 94,5828% 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 94,5830% of the total voting rights. It has been voted:

"for" with a number of 170.333.903 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 94,5830% 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 the discharge from liability of the members of the Board of Directors of the Company for the financial year ended on 31 December 2025.

The OGMS approves the discharge from liability of the members of the Board of Directors of the Company for the financial year ended on 31 December 2025.

For item 4 on the agenda, shareholders holding 170.333.903 voting rights, representing 94,5828% of the share capital and 94,5830% of the total voting rights, were present or validly represented or voted by correspondence.

A number of 170.333.903 valid votes have been cast, representing 170.333.903 shares, 94,5828% 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 94,5830% of the total voting rights. It has been voted:

"for" with a number of 170.333.903 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 94,5830% 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.

5. Approval of the income and expenditure budget of the Company for the 2026 financial year, at standalone level.

The OGMS approves the income and expenditure budget of the Company for the 2026 financial year, at standalone level.

For item 5 on the agenda, shareholders holding 170.333.903 voting rights, representing 94,5828% of the share capital and 94,5830% of the total voting rights, were present or validly represented or voted by correspondence.

A number of 170.333.903 valid votes have been cast, representing 170.333.903 shares, 94,5828% 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 94,5830% of the total voting rights. It has been voted:

"for" with a number of 170.333.903 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 94,5830% 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 income and expenditure budget of the Company for the 2026 financial year, at consolidated level.

The OGMS approves the income and expenditure budget of the Company for the 2026 financial year, at consolidated level.

For item 6 on the agenda, shareholders holding 170.333.903 voting rights, representing 94,5828% of the share capital and 94,5830% of the total voting rights, were present or validly represented or voted by correspondence.

A number of 170.333.903 valid votes have been cast, representing 170.333.903 shares, 94,5828% 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 94,5830% of the total voting rights. It has been voted:

"for" with a number of 170.333.903 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 94,5830% 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 of the General Manager of the Company, with the possibility of subdelegating, that in the name and on behalf of the Company, with full power and authority, to sign any documents, including the OGMS resolution 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 OGMS.

The OGMS approves 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 OGMS resolution 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 resolution, 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 resolutions to be adopted by the OGMS.

For item 7 on the agenda shareholders owning 170.333.903 voting rights, representing 94,5828% of the share capital and 94,5830% of the total voting rights have been present or validly represented or voted by correspondence.

A number of 170.333.903 valid votes have been cast, representing 170.333.903 shares, 94,5828% 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 94,5830% of the total voting rights. It has been voted:

"for" with a number of 170.333.903 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 94,5830% 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) originals, in English language and in 3 (three) originals, in Romanian language, according to the minutes of the Ordinary General Meeting of the Shareholders of the Company dated July 24, 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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