



# GRANITUL S.A.

Soseaua Vergului nr. 18, sector 2, Bucuresti

J40/1093/1991; CUI: 736

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## RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GRANITUL S.A.

Bucharest District 2, Sos. Vergului nr. 18

J40/1093/1991, Sole Registration Code 736, EUID: ROONRC.J40/1093/1991,

subscribed and fully paid-in share capital: RON 12.256.438,74

No. [●], dated [26]/[27] November 2024

Shareholders of **GRANITUL S.A.**, a joint stock company established and organised under the Romanian law, having its registered office in Bucharest, 18 Soseaua Vergului, District 2, registered with the Trade Registry Office attached to the Bucharest Tribunal under no. J40/1093/1991, EUID: ROONRC.J40/1093/1991, sole registration code 736, subscribed and fully paid-up share capital: RON 12,256,438.74 (the “**Company**”), met today, [26]/[27] November 2024, at 10:00 (Romanian time) at address, 18 Soseaua Vergului, District 2, Bucharest, Romania, in the Extraordinary General Meeting of Shareholders (the “**EGMS**” ) (first/second calling), in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number [●] of [●] 2024 and Ziarul [Bursa] of [●] 2024.

Following the debates on the points included on the agenda, the shareholders present or represented at the EGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

### RESOLUTION NO. 1

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the “for” vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes “against” of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The decrease of the Company’s share capital from the current value of RON 12,256,438.74 to RON 808,116.84 by reducing the individual nominal value of the Company’s shares from 5.46

RON to RON 0.36 (the “**Share Capital Decrease**”), by simultaneously implementing two operations, namely covering the accounting loss and distribution to shareholders, as follows:

- a) the decrease of the Company’s share capital by the amount of RON 6,728,597.27, to cover the accumulated accounting loss, as reflected in the Company’s financial statements as of 31 December 2023, in the amount of RON 6,728,597.27, in accordance with art. 207 para. (1) letter (b) of the Companies Law; and
- b) the decrease of the Company’s share capital by the amount of RON 4,719,724.63, by returning to shareholders a portion of their contributions, proportional to their holdings in the Company’s share capital. The share capital decrease is carried out under art. 207 para. (2) letter (b) of the Companies Law. Thus, the EGMS approves the payment to shareholders registered on the registration date of this EGMS of the amount of RON 2.10/share, proportional to their holdings in the Company’s paid-up share capital.

After the share capital decrease according to the operations mentioned under letters a) and b) above, the Company’s share capital will be of RON 808,116.84, divided into 2,244,769 ordinary shares, each with a nominal value of RON 0.36.

The Share Capital Decrease will take effect only after the following conditions are met:

- this EGMS resolution is published in the Official Gazette of Romania, Part IV, for at least two months, in accordance with art. 208 para. (1) of the Companies Law; and
- after the expiry of the two-month period from the publication of this EGMS resolution, this EGMS resolution is registered with the Trade Registry.

## **RESOLUTION NO. 2**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the “for” vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes “against” of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The amendment of article 7 of the Articles of Association to reflect the value of the share capital following the implementation of the Share Capital Decrease, subject to the approval of item 1 on the above EGMS agenda and after the completion of the Share Capital Decrease, as follows:

*“Art. 7: The total subscribed and fully paid-up share capital is RON 808,116.84, divided into 2,244,769 nominal shares, and the nominal value of one share is 0.36 RON.”*

## **RESOLUTION NO. 3**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the “for” vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes “against” of the shareholders representing [●]% ([●] votes) of the votes of the shareholders

present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

Setting the date of:

- 27 March 2025 as the registration date for identifying the shareholders affected by the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
- 26 March 2025 as the “ex-date” calculated in accordance with the provisions of art. 2 para. (2) letter l) of Regulation no. 5/2018;
- 25 March 2025 as the guaranteed participation date, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
- 3 April 2025 as the payment date, in accordance with the provisions of art. 2 para. (2) letter h) and art. 178 of Regulation no. 5/2018.

#### **RESOLUTION NO. 4**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the “for” vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes “against” of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The empowerment the Chairman of the Board of Directors to sign on behalf of the shareholders the EGMS resolutions and any other documents related to them, including the updated Articles of Association, and to perform any act or formality required by law for the registration and implementation of the Share Capital Decrease and the EGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred in this item 4 to any competent person to fulfil this mandate.

The number of shares for which valid votes were cast is [●], representing [●]% of the Company’s share capital. The total number of votes cast is [●].

This decision was drafted and signed in the name and on behalf of the shareholders, today, [26]/[27] November 2024, in two (2) original copies, by the chairman of the meeting, [●] and the secretary of the meeting, [●].