DRAFT RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
NOVERE CAPITAL S.A. NO. [●] / 31.08.2026 – 01.09.2026

Extraordinary General Meeting of Shareholders ("EGMS" or the "Meeting") of **Novere Capital S.A.**, a company incorporated and operating under Romanian law, registered with the Trade Registry under no. J2021004004401, CUI 43859039, with its registered office in Bucharest, Sector 1, 4-10 Munții Tatra Street, 4th floor (hereinafter referred to as the "Company"),

Considering the following:

A. The Convening Notice for the EGMS convened for 31.08.2026 at 10:00, respectively for 01.09.2026 at 10:00, in the event that the quorum is not met at the first convening, published in the Official Gazette of Romania, Part IV, no. **5133** of 30.07.2026 and in Bursa newspaper, edition of 30.07.2026, and the supplemented Convening Notice, published in the Official Gazette of Romania, Part IV, no. 5662 of 14.08.2026 and in Bursa newspaper, edition of 14.08.2026;

B. The provisions of Companies Law no. 31/1990, republished, as subsequently amended and supplemented, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, of Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, as well as the provisions of the Company's Articles of Association;

C. The Meeting is legally and statutorily convened on 31.08.2026 at 10:00, at the first convening or, as applicable, on 01.09.2026 at 10:00, at the second convening, at the Company's registered office in Bucharest, Sector 1, 4-10 Munții Tatra Street, 4th floor, with shareholders holding [●] voting shares, representing [●]% of the total voting rights;

HAS RESOLVED

1. Approves/rejects the election of the meeting secretary, namely Ms./Mr. [●].

This item is adopted with [●] votes, representing [●]% of the total votes held by the shareholders present or represented.
Number of votes cast: total = [●] votes, of which: [●] votes "for"; [●] votes "against"; [●] "abstentions"; [●] votes "not cast".

2. Approves/rejects the revocation of item 1 of Resolution no. 4/11.12.2024 of the Extraordinary General Meeting of Shareholders and the new delegation to the Board of Directors of the authority and powers to increase the share capital, pursuant to art. 86 para. (2) of Law no. 24/2017 on issuers of financial instruments and market operations, with the following parameters:

a) the share capital may be increased, in one or more stages, up to a maximum authorised increase equivalent to 150% of the subscribed share capital of the Company, the delegated authority covering both increases of the Company's share capital by cash contributions and increases of the Company's share capital by conversion of certain, liquid and due receivables against the Company;

b) the share capital increase shall be carried out in accordance with the applicable legal provisions and the provisions of the Company's Articles of Association;

c) the delegation of powers regarding the share capital increase shall be granted for a maximum period of 2 years calculated from the date of adoption of this resolution;

d) authorisation of the Board of Directors to carry out all operations necessary for implementing the share capital increase, including, without limitation: preparing and signing the amended and updated form of the Articles of Association, completing the publication and registration formalities with the Trade Registry, the Central Depository, the Bucharest Stock Exchange, ASF or any other competent authority.

This item is adopted with [●] votes, representing [●]% of the total votes held by the shareholders present or represented.
Number of votes cast: total = [●] votes, of which: [●] votes "for"; [●] votes "against"; [●] "abstentions"; [●] votes "not cast".

3. Approves/rejects the reduction of the share capital by RON 8,298,444.07, namely by reducing the nominal value of all shares issued by the Company (for the avoidance of any doubt, both the ordinary Class A shares and the Class B preference shares with preferential dividend and without voting rights) from 0.86 lei per share to a nominal value of 0.79 lei per share. The share capital reduction shall apply proportionally to all shares issued by the Company, equally affecting both classes of shares (ordinary registered shares and preference shares). The amount resulting from the share capital reduction shall be used to return to the shareholders a portion of their contributions, namely the cash payment of RON 0.07/share, pro rata to their holdings as of the Registration Date. The share capital reduction is carried out in order to optimise the capital structure and increase the margin in relation to the Company's net asset value.

This item is adopted with [●] votes, representing [●]% of the total votes held by the shareholders present or represented.
Number of votes cast: total = [●] votes, of which: [●] votes "for"; [●] votes "against"; [●] "abstentions"; [●] votes "not cast".

4. Approves/rejects, as a result of item 3 on the agenda, the reduction of the Company's share capital from RON 101,952,312.86 to RON 93,653,868.79, whereby the updated share capital structure shall be as follows:

The Company's share capital amounts to a total of RON 93,653,868.79, fully subscribed and paid-up. The share capital is divided into 118,549,201 registered shares, each having a nominal value of RON 0.79 and an aggregate nominal value of RON 93,653,868.79, divided into two distinct classes of shares, as follows:

Class A - Ordinary Shares: comprises a total number of 117,026,579 shares, each having a nominal value of 0.79 Lei and an aggregate nominal value of RON 92,450,997.41, representing a total of 98.7156% of the Company's issued, subscribed and paid-up share capital and 100% of the voting rights in the Company.

Class B - Preference Shares: comprises a total number of 1,522,622 shares, each having a nominal value of 0.79 Lei and an aggregate nominal value of 1,202,871.38 Lei, representing 1.2844% of the Company's issued, subscribed and paid-up share capital, with no voting rights attached.

This item is adopted with **[●]** votes, representing **[●]%** of the total votes held by the shareholders present or represented.
Number of votes cast: total = **[●]** votes, of which: **[●]** votes "for"; **[●]** votes "against"; **[●]** "abstentions"; **[●]** votes "not cast".

5. Approves/rejects the update of the following articles of the Company's Articles of Association:

Art. 4.1. shall have the following wording:

"The Company's share capital amounts to a total of RON 93,653,868.79, fully subscribed and paid-up. The share capital is divided into 118,549,201 registered shares, each having a nominal value of RON 0.79 and an aggregate nominal value of RON 93,653,868.79, divided into two distinct classes of shares, as follows:

Class A - Ordinary Shares: comprises a total number of 117,026,579 shares, each having a nominal value of 0.79 Lei and an aggregate nominal value of RON 92,450,997.41, representing a total of 98.7156% of the Company's issued, subscribed and paid-up share capital and 100% of the voting rights in the Company.

Class B - Preference Shares: comprises a total number of 1,522,622 shares, each having a nominal value of 0.79 Lei and an aggregate nominal value of 1,202,871.38 Lei, representing 1.2844% of the Company's issued, subscribed and paid-up share capital, with no voting rights attached."

Art. 5.4.1 shall have the following wording:

"The Shareholders undertake to cause the Company to issue preference shares with a preferential dividend and without voting rights ("Preference Shares") under the conditions provided by Law 31/1990 and in accordance with the following terms:

a) The Preference Shares shall have a nominal value equal to that of the ordinary shares, namely 0.79 lei;
b) The Preference Shares shall at no time represent more than 25 (twenty-five)% of the share capital;
c) The Preference Shares entitle their holders to a preferential dividend equal to 38 (thirty-eight)% of the nominal value of the share of 0.79 lei, namely a dividend of 0.3002 lei per share (the "Preferential Dividend"). The total amount of the annual Preferential Dividends to which the holders of Preference Shares are entitled shall be capped at a maximum of 33% of the annual distributable profit determined in accordance with Law 31/1990, throughout the lifetime of the Preference Shares. The mechanism for capping the total annual Preferential Dividends, as established above, shall under no circumstances result in carrying forward to subsequent financial years the difference between the total annual Preferential Dividends to which the holders of Preference Shares would have been entitled, based on RON 0.3002 per share, and the total Preferential Dividends resulting from their cap at a maximum of 33% of the total distributable net profit determined in accordance with Law 31/1990.
d) The holders of Preference Shares shall be entitled to receive the Preferential Dividend from the Company each year, provided that the Company records a net profit, in accordance with Law 31/1990;
e) The holders of Preference Shares shall be entitled to receive the Preferential Dividend with priority, before any other payment, except for the Company's statutory payment obligations, but before the payment of dividends to holders of ordinary shares;
f) The holders of Preference Shares shall have all other rights provided by Law 31/1990, including, without limitation, the right to participate in General Meetings and the right to vote only if the Company fails to pay the Preferential Dividends;
g) The Preference Shares are equal among themselves, entitling their holders to the same Preferential Dividend per share and the same rights;
h) Payment of the Preferential Dividend shall be made starting from 2023 (for financial year 2022) by allocating ordinary shares in settlement of the amounts due as Preferential Dividend. The allocation of Ordinary Shares in settlement of the Preferential Dividend shall be carried out by way of a share capital increase addressed to all shareholders of the Company, who shall have the possibility to maintain their participation in the share capital by participating in the respective increase."

This item is adopted with **[●]** votes, representing **[●]%** of the total votes held by the shareholders present or represented.
Number of votes cast: total = **[●]** votes, of which: **[●]** votes "for"; **[●]** votes "against"; **[●]** "abstentions"; **[●]** votes "not cast".

6. Approves/rejects the authorisation of the Board of Directors, with the possibility of delegating its powers to the Chief Executive Officer of the Company, to carry out all acts and actions necessary to implement the share capital reduction resolution referred to in item 3 above, including, without limitation:

a) Acknowledging, upon expiry of the 2-month opposition period provided by art. 208 of Law no. 31/1990 (or upon final settlement of any oppositions), that the legal conditions for the share capital reduction to take effect have been fulfilled;
b) Signing the updated Articles of Association of the Company reflecting the new share capital and the new nominal value of the two classes of shares;
c) Representing the Company before the National Trade Registry Office (ONRC), the Financial Supervisory Authority (ASF), the Bucharest Stock Exchange (BVB) and the Central Depository, for the purpose of registering the new share capital structure and obtaining the new Securities Registration Certificate;
d) Approving the procedure for payment of the cash amounts to the shareholders, namely the return of portions of contributions in accordance with the mechanism provided under item 3 of the agenda, in the amount of RON 0.07/share, pro rata to the holdings as of the Registration Date, such procedure to be disclosed to the market by means of a current report;
e) Approving, negotiating and signing any agreements relating to the share capital reduction operation, any other arrangements, undertakings, certificates, declarations, registers, notices or addenda, completing any formalities and authorising and/or carrying out any other actions necessary to give full effect to the share capital reduction operation, as well as authorising the Company's representatives to sign any such documents.
f) Amending/postponing the Registration Date, Ex-Date and Payment Date (submitted for approval under items 8, 9 and 10 of the agenda), exclusively in the objective situation where, due to the extension of the legal procedures related to the share capital reduction (objections filed by creditors, administrative delays at ONRC/Official Gazette/ASF), the operation is not registered in due time to allow payment on the initially approved date. Any such changes to the corporate calendar shall be disclosed to the market by publishing a current report.

This item is adopted with **[●]** votes, representing **[●]%** of the total votes held by the shareholders present or represented.
Number of votes cast: total = **[●]** votes, of which: **[●]** votes "for"; **[●]** votes "against"; **[●]** "abstentions"; **[●]** votes "not cast".

7. Approves/rejects the authorisation of the Chairman of the Board of Directors and the meeting secretary to jointly sign the EGMS resolutions.

This item is adopted with **[●]** votes, representing **[●]%** of the total votes held by the shareholders present or represented.
Number of votes cast: total = **[●]** votes, of which: **[●]** votes "for"; **[●]** votes "against"; **[●]** "abstentions"; **[●]** votes "not cast".

8. Approves/rejects 03.12.2026 as the "Registration Date" for the identification of shareholders, in accordance with the provisions of art. 87 of Law 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented.

This item is adopted with **[●]** votes, representing **[●]%** of the total votes held by the shareholders present or represented.
Number of votes cast: total = **[●]** votes, of which: **[●]** votes "for"; **[●]** votes "against"; **[●]** "abstentions"; **[●]** votes "not cast".

9. Approves/rejects 02.12.2026 as the "Ex-Date", in accordance with the provisions of art. 187 item 11 corroborated with art. 2 para. (2) letter (l) of Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, issued by the Financial Supervisory Authority.

This item is adopted with **[●]** votes, representing **[●]%** of the total votes held by the shareholders present or represented.
Number of votes cast: total = **[●]** votes, of which: **[●]** votes "for"; **[●]** votes "against"; **[●]** "abstentions"; **[●]** votes "not cast".

10. Approves/rejects 17.12.2026 as the Payment Date, in accordance with the provisions of art. 178 para. (4) corroborated with art. 2 para. (2) letter h) of ASF Regulation no. 5/2018, the date on which the effective payment of RON 0.07/share shall be made to the shareholders (representing the return of a portion of contributions following the share capital reduction, pro rata to the shareholders' holdings as of the Registration Date of 03.12.2026).

This item is adopted with **[●]** votes, representing **[●]%** of the total votes held by the shareholders present or represented.
Number of votes cast: total = **[●]** votes, of which: **[●]** votes "for"; **[●]** votes "against"; **[●]** "abstentions"; **[●]** votes "not cast".

This is the will of the Extraordinary General Meeting of Shareholders of the Company, expressed by valid vote at the legally convened meeting held on **31.08.2026 / 01.09.2026, as applicable**, and accordingly this resolution is adopted and signed.

Chairman of the Meeting	**Secretary**
[●]	**[●]**

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