To: Bucharest Stock Exchange
Romanian Financial Supervisory Authority

Current report 55/2026

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 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:	31.08.2026
Name of the Company:	Novere Capital S.A.
Registered office:	4-10 Muntii Tatra Street, 4th Floor, District 1, Bucharest, RO
E-mail:	investors@noverecapital.com
Phone/fax:	+40 372 934 455
Website:	www.noverecapital.com
Trade Registry No.:	J2021004004401
Fiscal Code:	43859039
Subscribed and paid share capital:	RON 103.595.708.36
Total number of shares:	120.460.126 shares, of which 118.937.504 are Class 'A' common shares and 1.522.622 are Class 'B' preferred shares
Symbol:	NC
Market where securities are traded:	Regulated Market of the Bucharest Stock Exchange

IMPORTANT EVENTS TO REPORT

Resolution of the Extraordinary General Meeting of Shareholders dated 31.08.2026.

The management of **Novere Capital S.A.** (the “**Company**”) informs the shareholders and the market that, on **31 August 2026**, the **Extraordinary General Meeting of Shareholders** (“**EGMS**”) took place.

The EGMS meeting was held in compliance with the applicable legal and statutory provisions and was chaired by the **Chairman of the Board of Directors**, **Cert Master Standard S.R.L.**, through its permanent representative, Mr. **Laurențiu Mihai Dinu**. The resolutions adopted during the EGMS are attached to this current report and are available for consultation by the shareholders.

Chairman of the Board of Directors
Cert Master Standard S.R.L.
By Mr. Laurențiu Mihai Dinu

RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
NOVERE CAPITAL S.A.

NO. 01 / 31.08.2026

The 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, sole registration code (CUI) 43859039, with registered office in Bucharest, Sector 1, 4-10 Munții Tatra Street, 4th floor (hereinafter referred to as the "Company"),

Considering the following:

A. The notice convening the EGMS for 31.08.2026, at 10:00, and respectively for 01.09.2026, at 10:00, if 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, issue of 30.07.2026, and the supplemented notice, published in the Official Gazette of Romania, Part IV, no. 5662 of 14.08.2026 and in Bursa newspaper, issue 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, at the Company's registered office in Bucharest, Sector 1, 4-10 Munții Tatra Street, 4th floor, at the opening of the EGMS meeting, with shareholders representing 39,117614% of the share capital and 40,079653% of the total voting rights (46.525.514 votes), present, represented or having voted by correspondence,

HAS RESOLVED

1. Approves the election of the meeting secretary, Mr. Dumitru-Daniel Popa, through representative Ms. Vaisser Viviana Ioana.

This item is adopted in the presence of shareholders representing 39,117614% of the share capital and 40,079653% (46.525.514 voting rights) of the total voting rights, with the "for" vote of shareholders representing 85,813421% (39.925.135 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 0% (0 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 8,024578% abstentions (3.733.476 votes), 6,162002% unexpressed votes (2.866.903 votes) and 0% invalid votes (0 votes).

2. Approves the revocation of item 1 of Resolution of the Extraordinary General Meeting of Shareholders no. 4/11.12.2024 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 terms:

a) the share capital increase may be carried out in one or more stages, up to a maximum authorized increase equal to 150% of the subscribed share capital of the Company, the delegated authority covering both an increase of the Company's share capital by cash contributions and an increase of the Company's share capital by conversion of certain, liquid and due receivables arising 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) the Board of Directors is authorized to carry out all operations necessary to implement the share capital increase, including, without limitation: preparing and signing the amended and updated version of the Articles of Association, completing the publication and registration formalities with the Trade Registry, Central Depository, Bucharest Stock Exchange, ASF or any other competent institution.

This item is adopted in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 94,426014% (58.593.637 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 4.230287% (2.624.996 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 1,343699% abstentions (833.798 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

3. Approves the reduction of the share capital by the amount of 8.298.444,07 RON, respectively by reducing the nominal value of all shares issued by the Company (for the avoidance of any doubt, both Class A ordinary shares and Class B preferred shares carrying a preferential dividend 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 (registered ordinary shares and preferred shares). The amount resulting from the share capital reduction shall be used to reimburse shareholders a portion of their contributions, namely the cash payment of 0,07 RON/share, proportionally to their holdings on the Record Date. The share capital reduction is carried out in order to optimize the capital structure and increase the gap relative to the Company's net assets.

This item is adopted in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 97,621503% (60.576.516 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 2,377941% (1.475.570 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 0,000556% abstentions (345 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

4. Approves, following the approval of item 3 on the agenda, the reduction of the Company's share capital from 101.952.312,86 RON to 93.653.868,79 RON, as a result of which the updated structure of the share capital shall be as follows:

The Company's share capital has a total value of 93.653.868,79 RON, fully subscribed and paid up. The share capital is divided into 118.549.201 registered shares, each having a nominal value of 0,79 RON and an aggregate nominal value of 93.653.868,79 RON, divided into two distinct classes of shares, as follows:
Class A - Ordinary Shares: comprises a total of 117.026.579 shares, each having a nominal value of 0,79 Lei and an aggregate nominal value of 92.450.997,41 RON, 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 - Preferred Shares: comprises a total 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, and carrying no voting rights.

This item is adopted in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 97,620731% (60.576.037 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 2,378713% (1.476.049 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 0,000556% abstentions (345 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

5. Approves the amendment of the following articles of the Company's Articles of Association:

Art. 4.1. shall read as follows:
"The Company's share capital has a total value of 93.653.868,79 RON, fully subscribed and paid up. The share capital is divided into 118.549.201 registered shares, each having a nominal value of 0,79 RON and an aggregate nominal value of 93.653.868,79 RON, divided into two distinct classes of shares, as follows:
Class A - Ordinary Shares: comprises a total of 117.026.579 shares, each having a nominal value of 0,79 Lei and an aggregate nominal value of 92.450.997,41 RON, 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 - Preferred Shares: comprises a total 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, and carrying no voting rights."
Art. 5.4.1 shall read as follows:
"The Shareholders undertake to cause the Company to issue preferred shares carrying a priority dividend without voting rights ("Preferred Shares") under the conditions provided by Law 31/1990 and in accordance with the following terms:

a) the Preferred Shares shall have a nominal value equal to that of the ordinary shares, respectively 0.79 lei;
b) the Preferred Shares shall not at any time represent more than 25 (twenty-five)% of the share capital;
c) the Preferred Shares confer on their holders the right to a priority dividend equal to 38 (thirty-eight)% of the nominal value of the share of 0.79 lei, respectively a dividend of 0,3002 lei per share ("Priority Dividend"). The total amount of the annual Priority Dividends to which holders of preferred 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 preferred shares. The mechanism for capping the total amount of the annual Priority Dividends, as set out above, shall under no circumstances result in the carry-forward to subsequent financial years of the difference between the total amount of annual Priority Dividends to which holders of Preferred Shares would have been entitled based on 0,3002 RON per share and the total amount of the Priority Dividends following their capping at a maximum of 33% of the total distributable net profit determined in accordance with Law 31/1990.
d) holders of Preferred Shares shall be entitled to have the Priority Dividend paid by the Company each year, provided that the Company records a net profit, in accordance with Law 31/1990;
e) holders of Preferred Shares shall have the right to receive the Priority 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) holders of Preferred 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 Priority Dividends;

g) the Preferred Shares shall rank equally among themselves, entitling their holders to the same Priority Dividend per share and the same rights;
h) payment of the Priority Dividend shall be made starting in 2023 (for financial year 2022) by allocating ordinary shares in settlement of the amounts due as Priority Dividend. The allocation of Ordinary Shares in settlement of the Priority Dividend shall be carried out through a share capital increase addressed to all shareholders of the Company, the latter having the possibility to maintain their participation in the share capital by participating in the respective increase."
This item is adopted in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 94,005693% (58.332.818 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 3,682168% (2.284.875 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 2,312138% abstentions (1.434.738 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

6. Approves the authorization of the Board of Directors, with the possibility of delegating its powers to the Chief Executive Officer of the Company, to perform all acts and deeds necessary to implement the share capital reduction resolution indicated at item 3 above, including, without limitation:

a) ascertaining, upon expiry of the 2-month opposition period provided by art. 208 of Law no. 31/1990 (or on the date of the 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 registration of the new share capital structure and obtaining the new Certificate of Registration of Securities;
d) approving the procedure for the payment of cash amounts to shareholders, namely the reimbursement of portions of contributions according to the mechanism provided at item 3 of the agenda, in the amount of 0,07 RON/share, proportionally to the holdings on the Record Date, such procedure to be brought to the attention of 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, commitments, certificates, statements, registers, notices or addenda, completing any formalities and authorizing and/or carrying out any other actions necessary to give full effect to the share capital reduction operation, as well as authorizing the Company's representatives to sign any such documents.
f) amending/postponing the Record Date, the Ex-Date and the 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 relating to the share capital reduction (creditor oppositions, administrative delays of ONRC/Official Gazette/ASF), the operation is not registered in due time to allow payment on the date initially approved. Any such changes to the corporate calendar shall be brought to the attention of the market by publication of a current report.
This item is adopted in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 97,661916% (60.601.593 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 2,323229% (1.441.620 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 0,014855% abstentions (9.218 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

7. Approves the authorization of the Chairperson of the Board of Directors and the meeting secretary to jointly sign the EGMS resolutions.

This item is adopted in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 99,500422% (61.742.431 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 0% (0 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 0,499578% abstentions (310.000 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

8. Approves 03.12.2026 as the "Record Date" for identifying the 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 in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 98,023550% (60.825.996 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 1,976450% (1.226.435 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 0% abstentions (0 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

9. Approves 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 in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 97.671990% (60.607.844 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 1,976450% (1.226.435 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 0% abstentions (0 votes), 0,351561% unexpressed votes (218.152 votes) and 0% invalid votes (0 votes).

10. Approves 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 0,07 RON/share shall be made to the shareholders (representing the reimbursement of a portion of the contributions, following the share capital reduction, proportionally to the shareholders' holdings on the Record Date of 03.12.2026).

This item is adopted in the presence of shareholders representing 52,172300% of the share capital and 53,455398% (62.052.431 voting rights) of the total voting rights, with the "for" vote of shareholders representing 97,667790% (60.605.238 votes) of the votes of shareholders present, represented or who voted by correspondence, with the "against" vote of shareholders representing 2.332210% (1.447.193 votes) of the votes of shareholders present, represented or who voted by correspondence (there being 0% abstentions (0 votes), 0% unexpressed votes (0 votes) and 0% invalid votes (0 votes).

This is the will of the Extraordinary General Meeting of Shareholders of the Company, expressed by the valid vote cast at the meeting legally convened and held on **31.08.2026**, wherefore this resolution is hereby adopted and signed.

Chairperson of the Meeting
CERT MASTER STANDARD SRL

By permanent representative Laurentiu Mihai Dinu

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