



PROJECT
regarding the form of the decisions of EGMS BUCUR S.A.
convened on 23/24 April 2026

1. The amendment/completion of the Company's articles of incorporation is approved, as follows:

Art. 18 – "Functioning of the Board of Directors" *is amended and will have the following content:*

"The Board of Directors meets at least once every three months.

The President shall convene the Board of Directors, while also setting the agenda. The Board of Directors may also be convened at the reasoned request of at least 3 of its members or of the Director General, in which case the agenda shall be established by the authors of the request.

The convocations of the Board of Directors will include the date, time, place where the meeting is held and the agenda. The meetings of the Board of Directors can also be held by electronic means of data transmission.

The decisions of the board of directors are adopted with the vote of at least 3 members from the total composition of the board of directors.

In exceptional cases, justified by the urgency of the situation and by the interest of the company, the decisions of the board of directors or the board of directors may be taken by the unanimous vote expressed in writing of the members, without the need for a meeting of the respective body. This procedure may not be used in the case of decisions of the Board of Directors or the Executive Board regarding the annual financial statements or the authorized capital.

At each meeting, the secretary of the Board of Directors will draw up a report, which will include: the order of deliberations of the decisions taken, the number of votes cast, the separate opinions, as well as the signatures of the administrators.

A director who has interests in a particular transaction, directly or indirectly, contrary to the interests of the company must notify the other directors or the internal auditor of this and not take part in any deliberation regarding that transaction. The same obligation applies to the administrator who, in a certain operation, knows that his or her spouse, relatives or relatives up to and including the fourth degree are interested.

The members of the Board of Directors are obliged to take out professional liability insurance.'

by a majority of [...] % of the votes held by the shareholders participating in the meeting, following the casting of a total number of [...] valid votes, relating to a number of [...] shares and representing [...] % of the share capital of the company, with [...] votes 'for', [...] votes 'against', ... "abstentions", [...] votes annulled and [...] votes not exercised.

2. The mandate of the Chairman of the Board of Directors to sign the updated Articles of Association according to the EGMS decisions is approved.

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3. It is approved the start of the merger process of Bucur - S.A., headquartered in Bucharest with the companies Casa de Bucovina - Club de Munte - S.A. headquartered in Bucharest and Semrom Oltenia - S.A. headquartered in Bucharest in which Bucur - S.A. is the absorbing company, and the other companies

are absorbed companies, meaning that the company's administrators will draw up the merger project and will fulfill all legal formalities in order to complete the merger, having as the date of the financial statements of the companies participating in the merger the date of 31.12.2025.

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4. The mandate of Mr. Ștefan Andrei Gabriel, General Manager of the Company, with the possibility of substitution, is approved, to perform and/or sign in the name and on behalf of the Company all the documents and to carry out all the legal formalities for the implementation, registration, publicity, enforceability, execution and publication of these Decisions at the ORCTB, the Official Gazette of Romania, Part IV, ASF, BVB.

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5. The date of 13.05.2026 is approved as the registration date for the identification of the shareholders on whom the effects of the OGMS resolutions are reflected. The date of 12.05.2026 is approved as the "ex-date" date, in accordance with the provisions of art. 2, para. 2, letter l) of ASF Regulation no. 5/2018.

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BUCUR S.A.

Chairman of the Board of Directors
Buckwheat Bogdan Iustin