AS "DelfinGroup"
registration number 40103252854

Draft resolutions of the Annual Meeting of Shareholders dated 31 March 2026

1. **Reports of the Management Board, Supervisory Board, and auditor**

   1.1. To take note of the reports of the Management Board, Supervisory Board, and auditor.

2. **Approval of the annual accounts, the consolidated annual accounts, and other related documents for 2025**

   2.1. Approve the annual accounts and the consolidated annual accounts of AS "DelfinGroup" for 2025.

   2.2. Approve the corporate governance report of AS "DelfinGroup" for 2025.

   2.3. Approve the remuneration report of AS "DelfinGroup" for 2025.

3. **Use of profits for 2025**

   3.1. Pursuant to the proposal made by the Management Board of AS "DelfinGroup" and reviewed by the Supervisory Board of AS "DelfinGroup", and in accordance with the dividend policy of AS “DelfinGroup”, determine and pay dividends of AS "DelfinGroup" in the amount of EUR 0.0391 per 1 share of profit of 2025, i.e., EUR 1,777,052.58 based on the current number of shares, or EUR 1,777,975.18 based on the planned number of shares following the increase of the share capital of AS “DelfinGroup”, which is planned in connection with employee stock options, by determining:

   - the ex-date (the date from which no dividends will be paid on the acquired (including purchased) shares on which the decision to pay extraordinary dividend was made) shall be 15 April 2026;

   - the dividend record date shall be 16 April 2026;

   - the dividend payment date shall be 17 April 2026.

   To leave the remaining portion of the 2025 profit undistributed and allocate it to the expansion and development of the commercial activities of the AS “DelfinGroup” group.

4. **Election (re-election) of the Supervisory Board**

The Supervisory Board of AS “DelfinGroup” has been re-elected with the following new composition:

   4.1. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Supervisory Board with [number of votes] shareholders’ votes;

   4.2. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Supervisory Board with [number of votes] shareholders’ votes;

   4.3. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Supervisory Board with [number of votes] shareholders’ votes;

   4.4. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Supervisory Board with [number of votes] shareholders’ votes;

   4.5. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Supervisory Board with [number of votes] shareholders’ votes.

5. **Election (re-election) of the Risk and Audit Committee of the Supervisory Board**

The Risk and Audit Committee of the Supervisory Board of AS “DelfinGroup” has been re-elected with the following new composition for a term of 3 (three) years:

5.1. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Risk and Audit Committee of the Supervisory Board with [number of votes] shareholder votes;

5.2. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Risk and Audit Committee of the Supervisory Board with [number of votes] shareholder votes;

5.3. [Name] [Surname], personal identification number [personal ID number], has been elected as a member of the Risk and Audit Committee of the Supervisory Board with [number of votes] shareholder votes.

6. Share buy-back of AS "DelfinGroup" for the purpose of reducing the share capital of AS "DelfinGroup" by cancelling the shares of AS "DelfinGroup" shares from circulation

6.1. To allow AS "DelfinGroup" to repurchase its shares with the aim of reducing share capital of AS "DelfinGroup" by cancelling shares withdrawn (repurchased) from circulation, in accordance with Article 240(1)(1) of the Commercial Law.

6.2. Following the approval of the share buy-back program of AS "DelfinGroup" at the shareholders' meeting, to authorise the Management Board of AS "DelfinGroup" to implement the share capital reduction in respect of the own shares acquired under the share buy-back programme of AS "DelfinGroup" and to submit the terms of share capital reduction for approval to the shareholders' meeting, ensuring that the share capital reduction in respect of each repurchased share is implemented no later than within 1 (one) year from the date of acquisition of the respective share. The share capital reduction may be implemented on a gradual basis in multiple instances, each time applying it to the aggregate of shares repurchased during the relevant period.

7. Approval of the conditions for the share buy-back of AS "DelfinGroup"

7.1. To approve the acquisition of own shares of AS "DelfinGroup" within a share buy-back programme ("**Programme**") under the following conditions:

(i) the purpose of acquisition of own shares of AS "DelfinGroup" is to reduce the authorized capital of AS "DelfinGroup" by cancelling the shares purchased.

(ii) The Programme shall be implemented for a period of up to 2 (two) years from the date which the Management Board of AS "DelfinGroup" adopts a separate resolution to commence the implementation of the Programme. During the implementation period of the Programme, the Management Board of AS "DelfinGroup" shall be entitled to carry out one or more transactions for the acquisition of the own shares of AS "DelfinGroup".

(iii) The Management Board of AS "DelfinGroup" is authorised to implement the Programme in accordance with this shareholders' resolution no later than within 5 (five) years from the date of adoption of this shareholders' resolution.

(iv) Maximum number of shares of AS "DelfinGroup" to be repurchased is 1,000,000 (one million).

(v) Minimum repurchase price per 1 (one) share, when executing transactions under a buy-back programme of AS "DelfinGroup", shall be no less than EUR 0.00 (zero euros).

(vi) The maximum buy-back price per 1 (one) share of AS "DelfinGroup", when executing transactions under the Programme, shall not exceed the higher of the following prices, as determined before the execution of each respective repurchase: (a) the price of the last independent trade, or (a) the highest current independent bid on the trading venue where the purchase is carried out.

7.2. To determine that the implementation of the Programme may commence only after all applicable preconditions have been fulfilled, including the receipt of any necessary regulatory approvals, as well as after the consent of the bondholders of AS "DelfinGroup" has been obtained and the relevant amendments to the issuance documents of the bonds issued by AS “DelfinGroup” (including the prospectuses or the terms and conditions of the bonds) have been approved, to the extent necessary to permit the reduction of share capital of AS “DelfinGroup”.

8. Authorization of the Management Board of AS “DelfinGroup” to perform all necessary actions with respect to share buy-back of AS “DelfinGroup”

8.1. To authorize the Management Board of AS “DelfinGroup”, in accordance with the provisions of this resolution and applicable legal acts, to take actions necessary to fulfil the preconditions for the implementation of the Programme, to make specific decisions regarding the share buy-back, including the commencement, non-commencement or termination of the Programme, to organize and execute share buy-back, to determine the method and procedure for share buy-back (including the right to buy back shares in accordance with the provisions of Article 5, paragraph 1 of the European Parliament and Council Regulation (EU) No 596/2014 on market abuse), to determine the time, number and price of shares, and other conditions, as well as perform other actions related to the share buy-back.

Management Board of AS “DelfinGroup”

10 March 2026