

ARTICLES OF ASSOCIATION

of the Joint Stock Company

CRIS-TIM FAMILY HOLDING S.A.

J2000000991296, EUID ROONRC.J2000000991296, CUI 13533870

**updated in accordance with the Decision of the General Meeting of Shareholders no. 1/
24.09.2025**

CAPITOLUL I

NAME, LEGAL FORM AND REGISTERED OFFICE OF THE COMPANY

Art. 1 - Name of the Company

- (1) The name of the company is "**CRIS-TIM FAMILY HOLDING**", according to the proof of availability and reservation of the company name no. 96984/06.10.2022 issued by the Trade Register Office attached to the Prahova Court.
- (2) In all documents, invoices, notices of default, offers, prospectuses, requests, announcements and publications of the company shall mention the name of the Company, followed by the phrase "joint stock company" or the initials "S.A.", as well as the registered office, share capital, registration number of the Company in the Trade Register, unique registration code and tax attribute. The company may establish its own emblem as a distinctive sign of the activities carried out by the company within the scope of its business. The emblem shall be filed with the Trade Register and shall appear alongside the company name on documents issued by the company or alone in advertising texts and other promotional forms.
- (3) All documents constituting the Company's financial commitments, as well as documents addressed to public authorities and institutions, shall bear the Company's stamp and shall be mentioned in the Company's records.

Art. 2 - Legal form

- (1) The company "**CRIS-TIM FAMILY HOLDING**" S.A. is established as a joint-stock company with several shareholders.

- (2) The Company operates in accordance with the provisions of these Articles of Association and the Romanian legislation in force, being a Romanian legal entity.

Art. 3 - Company headquarters

- (1) The Company's registered office is in Filipeștii de Pădure Commune, Filipeștii de Pădure Village, 661 Gării Street, Prahova County. (2)
- (Depending on its needs, the Company may open or close secondary offices, branches, subsidiaries, offices or agencies, or other similar units without legal personality in other cities in Romania and abroad, based on the decision of the Board of Directors.

CAPITOLUL II SCOPE OF ACTIVITY

Art. 4 - Field of activity – Production, processing and preservation of meat and meat products – CAEN group 101

- (1) Main object of activity:
- 1013 Manufacture of meat products (including poultry meat)
- (2) Secondary activities:
- 0111 Growing of cereals (except rice), leguminous crops and oil seeds
- 0113 Growing of vegetables, melons, root crops and tubers
- 0119 Growing of other non-permanent crops
- 0312 Freshwater fishing
- 0330 Activities incidental to fishing and aquaculture
- 0322 Freshwater aquaculture

1011 Processing and preserving of meat

1012 Processing and preserving of poultry meat

1013 Manufacture of meat products (including poultry meat)

1085 Manufacture of prepared meals

1089 Manufacture of other food products n.e.c.

3511 Production of electricity from non-renewable resources

3512 Production of electricity from renewable resources

3600 Water collection, treatment and distribution

3700 Wastewater collection and treatment

4631 Wholesale trade of fruit and vegetables

4632 Wholesale trade of meat and meat products, fish and fish products, crustaceans and molluscs

4633 Wholesale trade of dairy products, eggs, edible oils and fats

4634 Wholesale of beverages

4635 Wholesale of tobacco products

4636 Wholesale trade of sugar, chocolate and sugar confectionery

4637 Wholesale trade in coffee, tea, cocoa and spices

4638 Specialised wholesale trade in other food products

4639 Non-specialised wholesale trade of food, beverages and tobacco

4690 Non-specialised wholesale trade

4711 Non-specialised retail trade, predominantly selling food, beverages and tobacco

4712 Non-specialised retail trade, predominantly selling non-food products

4721 Retail sale of fresh fruit and vegetables

4722 Retail sale of meat and meat products

4723 Retail sale of fish, crustaceans and molluscs

4724 Retail sale of bread, pastry and confectionery

4725 Retail sale of beverages

4726 Retail sale of tobacco products

4727 Retail sale of other food products

4775 Retail sale of cosmetics and perfumery

4776 Retail sale of flowers, plants and seeds; retail sale of pets and pet food

4778 Retail sale of other new goods

4791 Non-specialised retail trade intermediation

4931 Scheduled passenger land transport

4932 Occasional passenger land transport

4939 Other land passenger transport n.e.c.

4941 Road freight transport

5210 Warehousing

5224 Handling

5225 Logistics services for transport

5226 Other transport-related activities

5530 Caravan parks, campsites and holiday camps

5611 Restaurants

6820 Rental and subletting of own or leased real estate

7020 Business and management consultancy activities

7120 Technical testing and analysis activities

7210 Research and development in natural sciences and engineering

7311 Advertising agency activities

7330 Public relations and communication activities

7721 Rental and leasing activities with recreational goods and sports equipment (except leasing activities)

8230 Organisation of exhibitions, fairs and congresses

8292 Packaging activities

8299 Other business support service activities n.e.c.

8532 Secondary, technical or vocational education

8559 Other forms of education n.e.c.

9319 Other sporting activities

9329 Other recreational and entertainment activities n.e.c.

(3) All activities mentioned in this chapter shall also include import-export activities.

CAPITOLUL III

DURATION OF THE COMPANY

Art. 5 - Duration of the Company

- (1) The duration of the Company is indefinite.
- (2) The General Meeting of Shareholders may decide to terminate the Company in accordance with the formalities required by the legislation in force.

CAPITOLUL IV

SHARE CAPITAL AND SHARES

Art. 6 - Share capital

- (1) The share capital of the Company is **RON 75,000,000**, fully subscribed and paid up by the shareholders, and is divided into 75,000,000 registered ordinary shares, each with a nominal value of RON 1.
- (2) The Company's share capital is represented by registered shares issued in dematerialised form, freely transferable and negotiable, registered in the Shareholders' Register.
- (3) The Company recognises only one owner for each share. If a share is jointly owned by several persons, they must appoint a representative to exercise the rights deriving from the ownership of that share.
- (4) If the Company's shareholders decide to admit the Company's shares to trading on the regulated market administered by the Bucharest Stock Exchange ("**Admission to Trading**"), the records of the Company's shares and shareholders shall be kept by Depozitarul Central S.A., in accordance with the legal provisions in force specific to the capital market.
- (5) After Admission to Trading, ownership of the Company's shares shall be transferred in accordance with the legal provisions in force specific to the capital market.

- (6) Shareholders shall participate in the Company's profits and losses in proportion to their respective shareholdings in the Company's share capital.
- (7) The shareholder's contribution to the share capital does not bear interest.
- (8) The Company's assets may not be encumbered by debts or other personal obligations of the shareholders.

Art. 7 - Increase and reduction of share capital

- (1) The increase and reduction of the share capital shall be made based on the Decision of the Extraordinary General Meeting of Shareholders or, as the case may be, based on the decision of the Board of Directors, pursuant to a delegation of powers from the Extraordinary General Meeting of Shareholders to increase the share capital and authorise the Board of Directors to decide on the increase of the Company's share capital, by issuing new shares, representing new contributions in cash or in kind, or by incorporating reserves, except for legal reserves, as well as benefits or issue premiums, or by offsetting liquid and enforceable claims on the Company with shares of the Company.
- (2) The increase in share capital through contributions in kind shall be made taking into account the conclusions of the expert or experts appointed in accordance with the law.
- (3) Except where the right of preference is waived or restricted by a resolution of the Extraordinary General Meeting of Shareholders of the Company (or, as the case may be, by a decision adopted by the Board of Directors, in accordance with the applicable legislation and the provisions of these Articles of Association), the shares issued for the increase of the share capital shall be offered for subscription first to the existing shareholders, in proportion to the number of shares they hold, who may exercise their pre-emptive rights in accordance with the law.
- (4) The share capital may not be reduced below the limit provided for by the legal provisions in force.
- (5) Both the increase and the reduction of the share capital shall be carried out in compliance with the provisions regarding the registration of these operations with the Trade Register Office.

CAPITOLUL V

GENERAL MEETING OF SHAREHOLDERS

Art. 8 - Powers

- (1) The Ordinary General Meeting of Shareholders has the powers provided by law, including:
 - a) approving the annual financial statements and determining the distribution of net profit;
 - b) electing and dismissing the members of the Board of Directors;
 - c) appointing or dismissing the financial auditor and setting the minimum duration of the financial audit contract;
 - d) to decide on the management of the Board of Directors and approve the discharge of the members of the Board of Directors;
 - e) to establish the income and expenditure budget and, where applicable, the activity programme for the following financial year;
 - f) to decide on the pledging, leasing or dissolution of one or more units of the Company.
 - g) decide on any other matters established or left by law within its competence.
- (2) The Extraordinary General Meeting of Shareholders has the following main powers:
 - a) changing the legal form;
 - b) to move the Company's registered office;
 - c) changing the main object of the Company's activity;
 - d) reducing the share capital or replenishing it by issuing new shares;
 - e) increasing the share capital;

- f) merger with other companies or division of the Company, including cross-border mergers and cross-border divisions;
 - g) cross-border transformation;
 - h) early dissolution of the Company;
 - i) conversion of shares from one category to another;
 - j) conversion of one category of bonds into another category or into shares;
 - k) the issue of bonds;
 - l) any other amendment to the Articles of Association or any other decision for which the approval of the extraordinary general meeting is required.
- (3) This Articles of Association delegates to the Board of Directors the exercise of the powers of the Extraordinary General Meeting of Shareholders regarding the relocation of the Company's registered office, the establishment of branches and the change of the Company's object of activity, with the exception of the main object and field of activity.
- (4) Any and all powers that are not mandatorily within the exclusive competence of the General Meeting of Shareholders of the Company, under the law, shall be considered powers of the Board of Directors.
- (5) Decisions taken by the Board of Directors in the exercise of the powers delegated by the Extraordinary General Meeting of Shareholders shall have the same legal status as the decisions of the general meetings of shareholders with regard to their publication and the possibility of challenging them in court.

Art. 9 - Convocation

- (1) The General Meeting of Shareholders shall be convened by the Board of Directors whenever necessary, in accordance with the legal provisions and the Procedure for the conduct of General Meetings of Shareholders.
- (2) The notice period shall not include the day on which the notice is communicated/published and the day on which the meeting is to be held.

Art. 10 - Conduct

- (1) General Meetings of Shareholders shall be conducted in accordance with the legal provisions and the Procedure for Conducting General Meetings of Shareholders.
- (2) If the quorum requirements provided by law are not met, no matters other than the appointment of a chairperson for the meeting, if applicable, and a secretary for the meeting (and one or more technical secretaries, if applicable) shall be considered at that General Meeting of Shareholders.
- (3) If the quorum requirements provided by law are met, a resolution may be adopted by the General Meeting of Shareholders only with the affirmative vote of the majority provided by law.
- (4) Shareholders may be represented at any General Meeting of Shareholders by other shareholders or third parties.
- (5) Shareholders may cast their votes at the General Meeting of Shareholders using any of the methods provided for in the Regulations and Procedures of the General Meeting of Shareholders of the Company and detailed in the notice convening the respective General Meeting.

CAPITOLUL VI COMPANY MANAGEMENT

Art. 11 - Board of Directors

- (1) The Company is managed under a unitary system by a Board of Directors consisting of 3 (three) members, appointed by resolution of the Ordinary General Meeting of Shareholders for a term of 4 (four) years. After Admission to Trading, the Board of Directors shall consist of 5 (five) members, of which 3 (three) shall be independent members, appointed by resolution of the Ordinary General Meeting of Shareholders for a term of 4 (four) years.

- (2) The Board of Directors shall appoint and dismiss the Chairman of the Board of Directors from among its members, unless the Ordinary General Meeting of Shareholders appoints the Chairman. The positions of Chairman of the Board and Chief Executive Officer shall be held by different persons.
- (3) The Board of Directors shall have the following main duties:
- a. Hiring and dismissing the Company's staff and establishing their rights and obligations;
 - b. Establishes the duties and responsibilities of the Company's staff;
 - c. Approves the purchase and sale of goods, raw materials and other materials necessary in the normal course of business;
 - d. Approving the conclusion of lease agreements (renting or letting) and loan agreements (borrowing or lending) in the normal course of business;
 - e. Establishes marketing tactics and strategy;
 - f. Approves the conclusion or termination of civil or commercial contracts in the normal course of business;
 - g. Approves the company's income and expenditure budget;
 - h. Approves the establishment, operation, dissolution or closure of subsidiaries, branches, offices, agencies or other places of business;
 - i. Submits annually to the General Meeting of Shareholders, within 4 months of the end of the financial year, the report on the company's activity, the annual financial statement and the profit and loss account for the previous year;
 - j. Makes proposals to the General Meeting of Shareholders for the appointment of the Financial Auditor;
 - k. Adopts, monitors compliance with and updates, as appropriate, the Company's internal regulations, policies, procedures and practices;

- l. Takes the necessary measures to implement the decisions adopted by the General Meeting of Shareholders;
- m. Makes any decisions at the general meetings of the associates/shareholders of the commercial companies in which the Company holds shares, within the limits provided for in these Articles of Association;
- n. Decides on the opening and/or closing of accounts with the State Treasury and/or commercial banks, as well as on the appointment of persons to represent the Company in its relations with the State Treasury and/or commercial banks, for the purpose of operating the accounts opened by the Company;
- o. Decides on the acquisition, disposal, lease, concession of assets outside the normal course of business, for values below EUR 5,000,000, and may also decide on the establishment of guarantees on them;
- p. Decides on the contracting of loans granted by banking and/or non-banking financial institutions; in this case, the establishment of real movable or immovable guarantees in connection with the loans contracted by the Company may be decided by the Board of Directors regardless of the value of the assets provided as collateral or the guaranteed loan;
- q. It also decides on the creation of real securities or immovable guarantees in connection with such loans, within the limits provided by law;
- r. Decides on the granting of sums of money as loans;
- s. Decides on the provision of personal guarantees;
- t. Decides on the commencement, continuation of long-term cooperation with other companies, either directly or indirectly, or the termination of such cooperation;
- u. Decides on participation in the share capital of another company or business, either directly or indirectly, or on changing the amount of such participation;
- v. Decides on the conclusion of a preventive agreement;

- w. Performs any act or deed related to the administration of the Company, in its interest and within the limits of the powers conferred upon it by the Articles of Association, by law or by the Resolution of the General Meeting of Shareholders.
- (4) The Board of Directors shall delegate and empower a general manager: (i) to implement the decisions taken by the Board of Directors and (ii) to exercise any powers and competences relating to the management of the Company and all operations necessary to achieve its object of activity (except those expressly excluded by the law). In this regard, the General Manager is responsible for taking all measures related to the management of the Company, in connection with the powers delegated by the Board of Directors.
- (5) The Company shall be represented in relation to third parties and in court by the Chief Executive Officer and/or other directors in accordance with the powers delegated to them by the Board of Directors or by agents authorised by them on the basis of their powers. In exercising his duties, the Chief Executive Officer may sub-delegate his powers of representation and/or decision-making to other directors and/or other employees of the Company.
- (6) The meetings of the Board of Directors are convened and held in accordance with the legal provisions and the Regulations of the Board of Directors.

Art. 12 - Committees

- (1) After Admission to Trading, an Audit Committee and a Nomination and Remuneration Committee shall be set up within the Company, whose duties and mode of operation shall be established by internal regulations approved by the Board of Directors.

CAPITOLUL VII THE COMPANY'S AUDITOR

Art. 13 - The Company's Auditor

- (1) The Company's financial auditor is **KPMG AUDIT SRL**, with its registered office in Bucharest, Șoseaua București-Ploiești nr. 89A, Sector 1, postal code 013685, Romania, registered with the Bucharest Trade Register under no. J40/4439/11.05.2000, EUID

ROONRC.J40/4439/2000, CUI RO 12997279, represented by Mr. Postolea Cristian Nicusor, Romanian citizen, born on 9 January 1984, in Tulcea County, Tulcea City, Tulcea, residing in Bucharest, Sector 1, Bd Apicultorilor, no. 12-16, ap.S2 identified with CI series RK, no. 923865, issued by SPCEP Sector 1 on 26.04.2022 and valid until 03.08.2031, CNP 1840109360011, registered in the Public Electronic Register of Financial Auditors and Audit Firms under number AF4609, as permanent representative of KPMG AUDIT SRL in relation to the client CRIS-TIM FAMILY HOLDING SRL.

- (2) The financial auditor will have a mandate for a period of 4 (four) years from 29 March 2023 to 29 March 2027.
- (3) The main responsibility of the financial auditor is to audit the Company's annual financial statements and to present, at the end of each financial year, an audit report on the Company's annual financial statements.
- (4) The Ordinary General Meeting of Shareholders may only approve the Company's financial statements if they are accompanied by the audit report.

CAPITOLUL VIII COMPANY ACTIVITY

Art. 14 - Financial year

- (1) The financial year begins on 1 January and ends on 31 December of each year.

Art. 15 - Calculation and distribution of profit

- (1) The Company's profit is determined based on the financial statements approved by the General Meeting of Shareholders.
- (2) Taxable profit is determined in accordance with the law.
- (3) The Company's profit remaining after payment of income tax is distributed in accordance with the decisions of the General Meeting of Shareholders, in compliance with the legal provisions in force.

- (4) In the event of losses, the shareholders undertake to take the measures provided for by law.

CAPITOLUL IX LIQUIDATION OF THE COMPANY

Art. 16 - Dissolution and Liquidation of the Company

- (1) The dissolution of the Company occurs in the following situations:
- expiry of the period established for the duration of the Company;
 - impossibility of achieving the object of activity;
 - bankruptcy;
 - decision of the General Meeting of Shareholders;
 - reduction of the share capital below the limit permitted by law;
 - any other situation provided for by law.
- (2) In the event of dissolution, the Company shall be liquidated. Dissolution shall take place without liquidation in the event of a merger or total division of the Company or in other cases provided for by law.
- (3) The liquidation of the Company and the appointment of liquidators shall be carried out in accordance with the applicable legal provisions.

CAPITOLUL X FINAL PROVISIONS

Art. 17 - Disputes

Any disputes arising from the interpretation or application of these Articles of Association shall be settled by the ordinary courts.

Art. 18 - Final provisions

This Memorandum of Association shall be governed by and interpreted in accordance with Romanian law and shall be supplemented by the applicable legal provisions, including, after Admission to Trading, the legal provisions specific to the capital market.

This Memorandum of Association was drafted and signed today, 24 September 2025, in 4 (four) original copies.

TIMIȘ RADU

RANGEGLOW LIMITED

by proxy Timiș Radu
