

Eleving Group
Société anonyme
Registered office: 8-10, Avenue de la Gare, L-1610 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B174457
(the "**Company**")

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF THE COMPANY ON 27 MAY 2026
(the "**Meeting**")**

Item No.	Resolutions proposed by the management board of the Company	
1.	Presentation of the management report of the Management Board in respect of the statutory financial statements of the Company and the consolidated financial statements and standalone annual accounts of the Company and its group for the financial year ended on 31 December 2025.	NO VOTE REQUIRED
2.	Presentation of the reports of the statutory auditor of the Company in respect of the statutory financial statements of the Company and the consolidated financial statements and standalone annual accounts of the Company and its group for the financial year ended on 31 December 2025.	NO VOTE REQUIRED
3.	Presentation of the observation report of the supervisory board of the Company (the " Supervisory Board ") in respect of the Management Board of the Company for the financial year ended on 31 December 2025	NO VOTE REQUIRED
4.	The General Meeting, after having reviewed the management report of the Management Board, the observation report of the Supervisory Board and the report of the statutory auditor of the Company, approves the standalone annual accounts of the Company for the financial year ended on 31 December 2025 in their entirety.	
5.	The General Meeting, after having reviewed the management report of the Management Board, the observation report of the Supervisory Board and the report of the statutory auditor of the Company, approves the consolidated financial statements of the Company for the financial year ended on 31 December 2025 in their entirety.	
6.	The General Meeting notes and acknowledges the net profit of the Company in the amount of EUR 15 628 786 with respect to the financial year ended on 31 December 2025 and, upon the proposal of the Management Board, resolves to allocate an amount of EUR 17 263,14 to the legal reserve as required by the Luxembourg law of 10 August 1915 on commercial companies, as amended.	
7.	The General Meeting notes and acknowledges that, pursuant to the employee stock option plan of the Company (the " ESOP ") and in accordance with article 7.Bis of the Articles of Association of the Company, the Management Board resolved to issue an	NO VOTE REQUIRED

	aggregate of 204 314 new ordinary shares in the Company, each having a nominal value of EUR 0,01, corresponding to an aggregate increase of the issued share capital of the Company in the amount of EUR 2 043,14.	
8.	<p>The General Meeting resolves to approve in principle the acquisition by the Company of its own ordinary shares (ISIN: LU2818110020, ticker: ELEVR) in order to enable the Company to acquire its own shares in circumstances where the Management Board considers that the prevailing market price does not reflect the intrinsic value of the Company. In making that assessment, the Management Board should take into account the Company's financial position, capital structure, earnings outlook, and prevailing market conditions. The repurchased shares may be used for one or both of the following purposes:</p> <ol style="list-style-type: none"> 1. to reduce the issued share capital of the Company by cancelling the repurchased shares from circulation; and/or 2. to satisfy obligations arising under existing or future employee share option programmes, free share grant plans, or other equity-based incentive arrangements operated by the Company or any member of Eleving Group. 	
9.	<p>The General Meeting resolves to approve the following conditions for the acquisition of own shares of the Company:</p> <ol style="list-style-type: none"> 1. the maximum purchase price per share shall not exceed the higher of: (a) the price of the last independent trade; and (b) the highest current independent bid on the relevant trading venue at the time of purchase; 2. the maximum number of shares to be acquired is 5 855 440 shares, representing up to 5% of the Company's issued share capital as at the date of this resolution; together with any shares already held in treasury, the total number of own shares held by the Company shall not at any time exceed 10% of the issued share capital; 3. the maximum aggregate consideration to be paid shall not exceed EUR 5 000 000 (five million euro), excluding acquisition costs and commissions; 4. daily acquisitions on each trading venue shall not exceed 25% of the average daily trading volume of the Company's shares on that venue, calculated over the 20 trading days preceding the date of each transaction, in accordance with Article 3(3) of Commission Delegated Regulation (EU) 2016/1052; 5. the authorisation period is approximately 25 months from the date of adoption of this resolution, expiring on 30 June 2028; 6. acquisitions may be carried out on Nasdaq Riga's regulated market (Baltic Main List) and/or the Frankfurt Stock Exchange's regulated market (Prime Standard), and/or by way of off-market block transactions, in compliance with Regulation (EU) No 596/2014 on market abuse and Commission Delegated Regulation (EU) 2016/1052; 7. acquisitions shall not be made during any closed period under Article 19(11) of MAR or the Company's internal dealing policy (unless the programme is lead-managed by an independent Broker acting independently in accordance with Article 4(2) of Commission Delegated Regulation (EU) 2016/1052), nor during any period in which the Company has resolved to delay public disclosure of inside information pursuant to Article 17(4) of MAR, nor while a public offer for the Company's shares is ongoing; 8. the Company shall not sell or transfer its own shares for the duration of this authorisation; accordingly, no minimum selling price or selling procedure is determined at this stage. 	

10.	<p>The General Meeting resolves to authorise the Management Board of the Company, in accordance with the conditions approved under Agenda Item 9 above, the requirements of Article 430-15 of the Luxembourg Law of 10 August 1915 on commercial companies as amended, Regulation (EU) No 596/2014 on market abuse, and Commission Delegated Regulation (EU) 2016/1052, to:</p> <ol style="list-style-type: none"> 1. make all specific decisions regarding the acquisition of own shares, including determining the timing, exact number and price of shares to be acquired on each occasion; 2. implement the buy-back programme and determine the method and procedure for purchasing shares; 3. if deemed appropriate, to appoint an independent investment services provider to execute on-exchange acquisitions independently of the Company in accordance with Article 4(2) of Commission Delegated Regulation (EU) 2016/1052; 4. make all regulatory filings and disclosures required under applicable law and public disclosures; 5. ensure that acquisitions are carried out in a manner consistent with the Company's financing covenants and Dividend Distribution Policy, and that no acquisition is made that would materially adversely affect the Company's ability to meet its debt service obligations or declare dividends; and 6. perform all other actions necessary or incidental to the implementation of the share buy-back programme. 	
11.	<p>The General Meeting, after having reviewed the report of the Management Board setting out the reasons for the proposed amendment of article 7.Bis "Special Authorised Capital" of the Articles of Association of the Company, resolves to increase the amount available under the Special Authorised Share Capital for the purpose of the ESOP and/or any other incentive scheme of the Company from its current amount of EUR 20 000, represented by up to 2 000 000 Ordinary Shares, to an amount of EUR 50 000, represented by up to 5 000 000 Ordinary Shares, each having a nominal value of EUR 0,01, and to amend article 7 .Bis of the Articles of Association of the Company accordingly, with power and authority granted to the Management Board, with full power of substitution, to appear before a Luxembourg notary and to take all actions necessary or useful in connection therewith.</p>	
12.	<p>The General Meeting notes and acknowledges the net profit of the Company in the amount of EUR 15 628 786 with respect to the financial year ended on 31 December 2025.</p> <p>The General Meeting further, notes, acknowledges and, to the extent necessary, ratifies the interim dividends that were paid out to the shareholders of the Company in 2025 in the amount of EUR 10 727 423 as approved on 30 May 2025 and in the amount of EUR 4 863 128,80 as approved on 14 November 2025 by the Management Board in accordance with the provisions of the Articles of Association of the Company and Luxembourg laws (the " 2025 Interim Dividend").</p>	
13.	<p>Presentation of the interim report of the Company for the period from 1 January 2026 to 31 March 2026 ("Q1 2026 Interim Report") and the report of the Management Board regarding distribution of an interim dividend based on Q1 2026 Interim Report in an aggregate amount of approximately EUR 4 295 000.</p>	NO VOTE REQUIRED
14.	<p>The General Meeting decides to grant discharge to each of the members of the Management Board and the members of the Supervisory Board for the performance of their mandates during the financial year ended on 31 December 2025.</p>	

15.	The General Meeting decides to approve on an advisory non-binding basis the remuneration report of the Company for the financial year ended on 31 December 2025 in its entirety.	
16.	The General Meeting resolves to appoint BDO Audit, having its registered office at 1, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B147570, as the statutory auditor of the Company in relation to the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ending on 31 December 2026.	