

**AS "DELFINGROUP"**  
registration number 40103252854

**MINUTES OF MANAGEMENT BOARD MEETING No. 23/2025**

Riga 20 August 2025

The meeting opened at 12:56

The meeting closed at 13:03

Participants in the Management Board meeting:	Minutes of the Management Board meeting taken by:
Didzis Ādmīdiņš, chairman of the Management Board	Edgars Turlajs
Andrejs Aleksandrovičs, member of the Management Board	-
Laima Eižvertiņa, member of the Management Board (remotely)	-

**Agenda:**

[..]

2. Approval of the business report and making of a proposal on the share of profits to be paid as extraordinary dividends;
3. Approval of draft resolutions of the extraordinary shareholders' meeting.

**Consideration of the agenda items:**

[..]

**2. Approval of the business report and making of a proposal on the share of profits to be paid as extraordinary dividends**

[..]

<p>Decision:</p> <p>2.1. The Management Board of AS "DelfinGroup" approves the business report of AS "DelfinGroup" prepared for the period 01.01.2025 - 30.06.2025 (unaudited consolidated interim report January - June 2025).</p> <p>2.2. The Management Board of AS "DelfinGroup" proposes to the shareholders' meeting of AS "DelfinGroup" to adapt decision to determine and pay extraordinary dividends of AS "DelfinGroup" in the amount of EUR 0,0216 per 1 share of profit for the second quarter of 2025 or EUR 981 696,56 based on the planned number of shares after the increase of the AS "DelfinGroup" share capital related to the exercising of the employee options, by determining:</p> <ul style="list-style-type: none"> <li>- the ex-date shall be 25 September 2025;</li> <li>- the dividend record date shall be 26 September 2025;</li> <li>- the dividend payment date shall be 29 September 2025.</li> </ul> <p>2.3. To refer the decision referred to in points 2.1 and 2.2 for review of the Supervisory Board</p>	<p>Voting:</p> <p>For – 3</p> <p>Against - 0</p>
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of AS "DelfinGroup".	
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[..]

<b>3. Approval of draft resolutions of the extraordinary shareholders' meeting</b>
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[..]

Decision:	Voting:
3.1. To approve the draft resolutions of the extraordinary shareholders' meeting of AS "DelfinGroup" to be held on 12 September 2025, attached as Annex 2 to the Minutes of the Management Board meeting.	For – 3
3.2. To refer the decision referred to in point 3.1 for review of the Supervisory Board of AS "DelfinGroup".	Against - 0
3.3. To announce (convene) the extraordinary shareholders' meeting of AS "DelfinGroup" to be held on 12 September 2025 after the Supervisory Board of AS "DelfinGroup" has reviewed the resolution referred to in point 3.1.	

Chairman of the Management Board (signature)

Didzis Ādmīdiņš

Member of the Management Board (signature)

Andrejs Aleksandrovičs

Member of the Management Board (signature)

Laima Eižvertiņa

*THIS DOCUMENT IS SIGNED WITH A SECURE ELECTRONIC SIGNATURE AND CONTAINS A TIME STAMP*

**AS "DelfinGroup"**

registration number 40103252854

Draft resolutions of the extraordinary meeting of shareholders dated 12 September 2025

**1. Approval of the business report for the period 01.01.2025 - 31.06.2025 and payment of the Company's extraordinary dividends for the second quarter of 2025**

- 1.1. Approve the business report of AS "DelfinGroup" prepared by the Management Board of AS "DelfinGroup" and reviewed by the Supervisory Board of AS "DelfinGroup" for the period 01.01.2025 - 30.06.2025 (unaudited consolidated interim report January – June 2025); and
- 1.2. Pursuant to the proposal made by the Management Board of AS "DelfinGroup" and reviewed by the Supervisory Board of AS "DelfinGroup", determine and pay extraordinary dividends of AS "DelfinGroup" in the amount of EUR 0.0216 per 1 share of profit for the second quarter of 2025 or EUR 981,696.56 based on the planned number of shares after the increase of the AS "DelfinGroup" share capital related to the exercising of the employee options, by determining:
  - the ex-date (the date from which no extraordinary dividends will be paid on the acquired (including purchased) shares on which the decision to pay extraordinary dividend was made) shall be 25 September 2025;
  - the dividend record date shall be 26 September 2025;
  - the dividend payment date shall be 29 September 2025.

**2. Changes to the remuneration of members of the Supervisory Board, committees and working groups and their chairpersons**

- 2.1. To approve the changes in the remuneration of the Supervisory Board members, the members and chairpersons of committees and working groups, setting the remuneration in the amounts specified in annex No. 1 to the minutes of the shareholders' meeting.

**3. Change of the auditor and setting of the auditor's remuneration for the years 2025, 2026 and 2027.**

- 3.1. To appoint SIA "BDO ASSURANCE", registration number 42403042353, licensed sworn auditor company license No. 182, as the auditor of AS "DelfinGroup" for the audits (reviews) and issuance of audit opinions for the reporting years 2025, 2026 and 2027, thereby replacing the previously elected auditor;
- 3.2. to set the total remuneration for the elected auditor of AS "DelfinGroup" for the audits (reviews) of the annual accounts for the years 2025, 2026 and 2027 and for the provision of audit opinions at EUR 163,425, excluding value added tax; and
- 3.3. to ask the Management Board of AS "DelfinGroup" to conclude an agreement with the elected auditor of AS "DelfinGroup" for the audits (reviews) of the annual accounts for the years 2025, 2026 and 2027 and for the issuance of audit opinions

Annex No. 1 to the minutes of the shareholders' meeting

<i>Bruto atalgojums mēnesī pirms nodokļu nomaksas (EUR)s</i>	<i>2025, jūlijs / july (EUR)</i>
Padomes locekļa atalgojums Remuneration of Supervisory Board member	1000
Priekšsēdētāja piemaksa Allowance of Supervisory Board Chairman	3190
Priekšsēdētāja vietnieka piemaksa Allowance of Supervisory Board Deputy Chairman	0
Komitejas vadītāja piemaksa Committee chairperson's allowance	0
Komitejas locekļa piemaksa Committee member's allowance	0
Darba grupas vadītāja piemaksa Working group chairperson's allowance	2024
Darba grupas locekļa piemaksa Working group member's allowance	2024

**EXTRACT CORRECT**

**AS "DELFINGROUP"**

**Chairman of the Management Board**

**Didzis Ādmidiņš**

**22 August 2025**

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