

## TOPIC 3 ON THE EGM AGENDA

### Approval of amending the Company's Articles of Association.

#### Considerations on the proposals to amend the Company's Articles of Association.

By Authorization no. 23/16.03.2023, the Financial Supervisory Authority authorized the amendments made to the Company's Articles of Association through EGM Resolution no. 2 and no. 3 of February 23, 2023.

Through the same authorization, the authority instituted an obligation on our company, as follows: *"SIF Banat-Crisana S.A. has the obligation, according to the competences conferred on the extraordinary general meeting of shareholders by Law no. 31/1990, as in the next EGM to amend the provisions of art. 7 par. (15) of the Articles of Association by correlating them with the provisions of art. 143<sup>2</sup> par. (4) from Law no. 31/1990."*

Consequently, complying with the requirement imposed by the authority, the amendment of art. 7 par. (5) and art. 7 par. (15) of the Company's Articles of Association, to be consistent with the provision contained in the ASF Authorization. no. 23/16/03/2023.

Also, through the ASF letter no. 3662/16.03.2023, the authority requested that, during the next assembly of the EGM, the Company analyze and revise the provisions of art. 6 par. (6) and art. 7 par. (14) of the Articles of Association, in order to be consistent with the provisions of the law, by a more rigorous wording.

As such, the Company, complying with this requirement imposed by the authority, included on the agenda of the EGM convened for April 27 (28), 2023, the amendment of art. 6 par. (6) and of art. 7 par. (14) of the Articles of Association.

RESOLUTION SUBMITTED FOR THE APPROVAL OF EGM on topic 3 of the agenda

#### Approval of amending the Company's Articles of Association, as follows:

##### - art. 6 par (6) is amended and shall read as follows:

*The General Meeting of Shareholders shall empower the Board of Directors to buyback the shares of Lion Capital S.A. at the prices set by the Board of Directors, in accordance with the applicable legal regulations and within the limits approved by the general meeting of shareholders.*

##### - art. 7 par. (5) is amended and shall read as follows:

*The Board of Directors elects a chairman and a vice-chairman from among its members. The Chairman of the Board of Directors will also perform the function of CEO (chief executive officer) of the company. The Vice-Chairman of the Board of Directors may also perform the function of Deputy General Director.*

##### - art. 7 par. (14) is amended and shall read as follows:

*The Board of Directors delegates the management of the Company to the directors, at the same time determining their remuneration, within the general limits approved by the General Meeting of Shareholders. The directors of the company shall meet the minimum requirements regarding integrity, qualification and professional experience provided by the applicable regulations and legal provisions in force. The duties and powers of decision and signature, as well as the way of organizing the activities of the directors, are provided in the internal regulations of the Company, approved by the Board of Directors.*

##### - art. 7 par. (15) is amended and shall read as follows:

*The Chairman-CEO or, in his/her absence, the vice-chairman, if he/she holds the position of deputy general director or, in the latter's absence, the other directors to whom management has been delegated, represents the company in relations with third parties, within the limits of the duties and powers provided by the internal regulations of the Company and the powers of decision and signature, approved by the Board of Directors.*

**Bogdan-Alexandru DRĂGOI**

Chairman of the Board of Directors

This is an English translation of the Informative materials for the EGM Agenda, approved by the Board of Directors. The Company provides this translation for shareholders' reference and convenience. If the English version of this informative materials differ from the Romanian version, the latter prevails.