

**LION CAPITAL S.A.**

Arad, 35A Calea Victoriei, postal code 310158 | J021898/92 | CUI 2761040 | No. in ASF AFIAA Register PJR07.1AFIAA/020007/09.03.2018  
No. in ASF FIAIR Register PJR09FIAIR/020004/01.07.2021 | Subscribed and paid-up share capital: RON 50.751.005,60

**SPECIAL EMPOWERMENT FORM for legal entities**  
Extraordinary General Meeting of Shareholders (EGM) of 27/28.04.2023

The undersigned, ..... having Unique Registration Code CUI (or equivalent number in the shareholders' registry – for non-resident shareholders) ....., legally represented by ..... holder of ..... shares issued by Lion Capital S.A. Arad, representing ..... % of the total issued shares, which entitle us to ..... votes in the EGM, representing .....% of the total voting rights in the EGM, hereby empower as the undersigned's representative

.....  
(identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)

or .....  
(identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)

in the EGM to be held on 27.04.2023, 12:00 hours (first call), or on 28.04.2023, 12:00 hours (second call), at company's headquarters in Arad, 35A Calea Victoriei, to exercise the voting rights pertaining to the undersigned's holdings as at 18.04.2023 (the reference date), as follows:

	<b>RESOLUTIONS SUBMITTED FOR THE APPROVAL OF THE EGM:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1.	Approval of the election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviş, Adrian Marcel Lascu and Daniela Vasi, with the identification data available at the company's headquarters, which will verify the fulfilment of all the formalities required by the law and the constitutive act for holding the meeting and will prepare the minutes of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the election of the commission for counting the votes cast by the shareholders on the topics on the agenda of the extraordinary general meeting of shareholders, consisting of Laurențiu Riviş, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of amending the Company's Articles of Association, as follows: - <b>art. 6 par (6) is amended and shall read as follows:</b> 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. - <b>art. 7 par. (5) is amended and shall read as follows:</b> 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. - <b>art. 7 par. (14) is amended and shall read as follows:</b> 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. - <b>art. 7 par. (15) is amended and shall read as follows:</b> The Chairman-CEO or, in his/her absence, the vice-chairman, if he/she holds the position of deputy general director or, in the absence of the latter, 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the execution of a buyback program ("Program 7") in compliance with applicable legal provisions and having the following main features: (i) The purpose of Program 7: The Company will repurchase shares under the Program 7 for the distribution free of charge to members of the Company's management (administrators, executive directors) in order to build their loyalty and to reward their activity in the Company, according to performance criteria to be determined by the Board of Directors. (ii) The maximum number of shares that may be repurchased: 990,000 shares at most; (iii) The minimum price per share: RON 0.1; (iv) The maximum price per share: RON 6.5747; (v) Duration of Program 7: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV; (vi) The shares acquired under the Program 7 will be paid from sources permitted by law. Besides its main characteristics, Program 7 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 7 will be done through all market operations allowed by law, which may include public tender offers initiated by the Company, in accordance with the law. To implement the Program 6, the Board will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of the use of the shares purchased under Buyback Program 7 for their distribution free of charge to members of the company's management (administrators, executive directors) in a share-based payment plan of "Stock Option Plan" type, in compliance with applicable legislation. The Board of Directors of the company is empowered to take all necessary measures and to fulfil all the formalities required for the approval and implementation of the share-based payment plan of "Stock Option Plan" type.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of the date of May 23, 2023, as registration date (May 22, 2023, as the ex date) in accordance with the provisions of Art. 87 par. 1 of Law no. 24/2017 and ASF Regulation no. 5/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNING DATE \_\_\_\_\_

SHAREHOLDER'S NAME \_\_\_\_\_

(to be filled in with the legal name of the shareholder legal entity, in capital letters)

FULL NAME OF THE LEGAL REPRESENTATIVE \_\_\_\_\_

(to be filled in with the first name and last name of the legal representative of the shareholder legal entity, in capital letters)

SIGNATURE AND STAMP \_\_\_\_\_

(handwritten signature of the legal representative of the shareholder legal entity and the stamp of the shareholder legal entity)

**NOTE** The deadline for the registration of the special empowerment form at Lion Capital's headquarters is on April 25, 2023, 10:00 hours.

#### DOCUMENTS TO ACCOMPANY THE SPECIAL EMPOWERMENT

- a findings certificate (in Romanian: "certificat constatator"), in original or true copy, issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, allowing the identification thereof in the list of Lion Capital's shareholders as at the reference date issued by Depozitarul Central SA;
- proof of legal representative capacity if the shareholders' register at the reference date, received from Depozitarul Central, has no data regarding the legal representative of the shareholder; the capacity as legal representative is proven by means of findings certificate/ similar documents presented hereinbefore.

The documents attesting the capacity of legal representative of the shareholders that are legal entities have to be issued no more than 3 months before the date of the publication of the convening notice for shareholders general meeting. If these documents are drafted in a foreign language other than English, they shall be accompanied by their translation into Romanian or English, performed by a certified translator;

- in case of entities with no legal personality / unincorporated entities, shall be submitted, in certified copy, an official document proving the capacity as representative of the corporate body that administrates the entity with no legal personality (e.g. the authorization issued by the Financial Supervisory Authority or similar authority in another State);
- certified copy of the representative's (the person empowered by the special empowerment) ID document (ID card / passport);

#### COMPLETING THE SPECIAL EMPOWERMENT

The procedure for completing the special empowerment form is available on company's website [www.sif1.ro](http://www.sif1.ro). The special empowerment shall be completed and signed in **three original counterparts**: one for the shareholder, one for the empowered representative and one for the company.

#### SUBMITTING THE SPECIAL EMPOWERMENT FORM

- **in original, printed form** – submitted or sent by any courier service to the headquarters of Lion Capital in Arad, 35A Calea Victoriei, Romania, so its registration at the Company is made by 25.04.2023, 10:00 a.m., for the identification of the shareholders' identity, subject to losing the voting right in case of default, the special empowerment form with the voting instructions shall be inserted in an envelope writing on it clearly and with capital letters: "SPECIAL EMPOWERMENT FORM – NAME OF THE SHAREHOLDER". This envelope, together with the accompanying documents shall be sent to the company in an envelope clearly writing in capital letters "FOR GMS / PENTRU AGA"
- **by email with extended electronic signature incorporated in accordance with Law no. 455 / 2001** on the electronic signature, at the address [aga@sif1.ro](mailto:aga@sif1.ro) until 25.04.2023 at 10:00 a.m.; for the purpose of verifying the identity of shareholders, subject to losing the voting right in case of default.

**Note:** Pursuant to the provisions of Law 455 / 2001, the extended electronic signature means an electronic signature which meets all the following conditions: (i) it is uniquely linked to the signatory; (ii) it allows the identification of the signatory; (iii) it is created using means that the signatory can maintain under his/her sole control; (iv) it is linked to the data in electronic form to which it relates in such a manner that any subsequent change of that document is detectable.