

SIF BANAT-CRIȘANA S.A.

Arad, 35A Calea Victoriei, postal code 310158 | J0211898/92 | CUI 2761040 | No. in ASF AFIAA Register PJR07.1AFIAA/020007/09.03.2018 |
No. in ASF FAIR Register PJR09FAIR/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 23/24.02.2023

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 Societatea de Investiții Financiare Banat-Crișana 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

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(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 23.02.2023, 10:00 hours (first call), or on 24.02.2023, 10:00 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 10.02.2023 (the reference date), as follows:

	RESOLUTIONS SUBMITTED FOR THE APPROVAL OF THE EGM:	FOR	AGAINST	ABSTAIN
1.	Approval of the election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviș, 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, will count the votes cast by the shareholders on the topics of the agenda of the extraordinary general meeting of shareholders, and will prepare the minutes of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the change of the company name from "Societatea de Investiții Financiare Banat-Crișana S.A." to "Lion Capital S.A." and the resultant amendment to art. 1 paragraph (1) of the Company's Articles of Association, which will have the following content: The name of the company is "Lion Capital S.A.". The new name will be used in all documents, invoices, announcements, publications, and other such documents issued by the company only starting from the date of authorization/approval by the Financial Supervisory Authority (ASF) of the new name.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the amendments to the Company's Articles of Association, as follows: - art. 2 par (2) is amended and shall read as follows: The Bucharest-Rahmaninov branch of Lion Capital S.A., unincorporated (without legal personality), located in Bucharest, sector 2, 46-48 Serghei Vasilevici Rahmaninov Street, 3rd floor, carries out the same object of activity as the parent company. - 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 pursuant to ASF regulations. - art. 6 par (14) is amended and shall read as follows: Shareholders may attend the general meeting of shareholders directly or may be represented by other persons, shareholders or not, on the basis of a special or general empowerment, according to the law. Shareholders may grant a general empowerment to attend and vote at the general meeting of shareholders, granted by a shareholder, as a client, to an intermediary defined under applicable law, or to an attorney. Shareholders may also vote by correspondence in accordance with applicable legal regulations. The transmission of empowerments (proxies) or votes by correspondence must be carried out so that they are registered with the company at least 48 hours before the meeting, in compliance with the regulations, legal provisions and procedures for the organization and conduct of general meetings, approved, and published according to the law, and the provisions of these Articles of Association, subject to losing the right to vote. - art. 6 par (15) is amended and shall read as follows: Each share entitles to one vote. The general meeting of shareholders will determine for each resolution adopted at least the number of shares for which valid votes were cast, the proportion of the share capital represented by those votes, the total number of valid votes cast, as well as the number of votes cast "for" and "against" each decision and, if applicable, the number of abstentions. Completing the ballot with the "abstain" option regarding any or even all of the items on the agenda of a general meeting of shareholders represents a vote also expressed on the respective items on the agenda, the related convening notice will include express mentions with regard to this matter. - art. 6 par (26) is amended and shall read as follows: Upon the request of Lion Capital S.A., the central depository that keeps records of company's shareholders shall provide the Company the necessary data and information for the organization and the conduct of the general meeting of shareholders, pursuant to the legal and conventional provisions in force. - art. 7 par (15) is amended and shall read as follows: The Chairman – CEO (General Director), and in his absence, the Vice-Chairman, and in the absence of the latter, the directors, represent the company in dealings 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. - art. 14 par (1) is amended and shall read as follows: The persons elected in the Board of Directors shall meet the requirements laid down in Law 31/1990 republished and the capital market legislation and shall not be members of the board of directors / supervisory board or managers / members of the executive board of another AIFM/investment management company/investment company or of Lion Capital S.A. depository bank, shall not be members of the board of directors/supervisory board of the SSIF with which Lion Capital S.A. concluded a financial intermediation contract and shall not be employed or have any kind of contractual relationship with another SAI or an investment company, except for other entities belonging to the same group. - art. 14 par (2) is amended and shall read as follows: The persons appointed as executive directors (managers) and the persons replacing them in office shall not be members of the board of directors / supervisory board or managers / members of the executive board of other AIFM or of Lion Capital S.A. depository bank, shall not be members of the board of directors / supervisory board, managers or members of the executive board of the investment firm (SSIF) with which Lion Capital S.A. concluded a financial intermediation contract and shall not be employed or have any kind of contractual relationship with another AIFM, except for other entities belonging to the same group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the empowerment the Board of Directors, the Chairman - CEO and the Vice-Chairman - Deputy General Director, to carry out all the necessary steps in order to implement the resolutions regarding the change of name and the amendment of the Articles of Association, including, but not limited to: registration, publicity, opposition and enforcement of resolutions, preparing, signing and sending all documents for this purpose (modification of any other identification elements of the company, if necessary, e.g.: changes of the graphic characteristics of the symbol – logo, trademark, stock symbol (ticker), as well as of any other such distinctive elements), executing all and any necessary formalities, before any competent authority, for the implementation of the resolutions adopted by the extraordinary general meeting of shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of the date of March 14, 2023, as registration date (March 13, 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 SIF Banat-Crișana's headquarters is on February 21, 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 SIF Banat-Crişana’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. 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 SIF Banat-Crişana in Arad, 35A Calea Victoriei, Romania, so its registration at the Company is made by 21.02.2023, 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 until 21.02.2023 at 10:00 a.m.; for the purpose of verifying the identity of shareholders, subject to losing the voting right in case of non-compliance.

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.