

Resolutions of the Extraordinary General Meeting of Shareholders of February 23 (24), 2023

The extraordinary general meeting of **Societatea de Investiții Financiare Banat-Crișana**'s shareholders, established and operating in accordance with Romanian law, (hereinafter referred to as "**SIF Banat-Crișana**" or "**SIF1**"), headquartered in Arad, 35A Calea Victoriei, registered with the Trade Register Office attached to the Tribunal of Arad under number Arad J02/1898/1992, having the Unique Registration Code 2761040, tax attribute R, with number in ASF Register PJR07.1AFIAA/020007/09.03.2018 and PJR09FIAIR/020004/01.07.2021, with the subscribed and paid-up share capital of RON 50,751,005.60, gathered in the meeting held on February 23 (24), 2023 starting with 10:00 hours (Romanian time), at the first call/second call (hereinafter referred to as "**EGM**"),

Considering:

- The Convening Notice submitted on January 17, 2023 to the Financial Supervisory Authority ("ASF") - Sector of Financial instruments and Investments, and the Bucharest Stock Exchange (BVB), published in the Official Gazette of Romania, part IV, no. 305 of January 19, 2023; in the national newspaper *Ziarul Financiar* no. 6095 of January 19, 2023, in the local newspaper *Jurnal Arădean* no. 9245 of January 19, 2023, on company's website, (www.sif1.ro), and on the website of Bucharest Stock Exchange on January 17, 2023,
- Company's Articles of Association,
- Trading Companies Law no. 31/1990, republished with subsequent amendments and completions,
- Law no. 74/2015 on the managers of alternative investment funds,
- Law no. 24/2017 on issuers of financial instruments and market operations,
- Law no. 243/2019 on the regulation of alternative investment funds,
- Financial Supervisory Authority (ASF) Regulation no. 5/2018 on issuers of financial instruments and market operations,

Decides upon the topics on the EGM Agenda as follows:

Draft for Resolution no. 1:

With the direct participation, by representative or by correspondence of the shareholders holding shares, representing% of the total voting rights, with the votes "*for*" of the shareholders representing% of the votes held by the shareholders present or represented, **approves 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.**

Draft for Resolution no. 2:

With the direct participation, by representative or by correspondence of the shareholders holding shares, representing% of the total voting rights, with the votes "*for*" of the shareholders representing% of the votes held by the shareholders present or represented, **approves 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.**

Draft for Resolution no. 3:

With the direct participation, by representative or by correspondence of the shareholders holding shares, representing% of the total voting rights, with the votes "*for*" of the shareholders representing% of the votes held by the shareholders present or represented, **approves 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 Vasilievici 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.

Draft for Resolution no. 4:

With the direct participation, by representative or by correspondence of the shareholders holding shares, representing% of the total voting rights, with the votes "for" of the shareholders representing% of the votes held by the shareholders present or represented, **approves 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.**

Draft for Resolution no. 5:

With the direct participation, by representative or by correspondence of the shareholders holding shares, representing% of the total voting rights, with the votes "for" of the shareholders representing% of the votes held by the shareholders present or represented, **approves 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.

This resolution is signed today, on February 23 (24), 2023, in Arad, in 5 original copies.

Bogdan-Alexandru Drăgoi

Chairman of the Board of Directors and CEO