

## ITEM 9 ON THE OGM AGENDA

### **Approval of the general limits of all additional remunerations of the members of the board of directors and of the general limits of the remuneration of the directors, for the financial year 2024**

OGM deciding the general limits of all additional remunerations for the members of the Board and the general limits of directors' remunerations is a requisite of the Law 31/1990 on trading companies (Art. 153<sup>18</sup> par. 2).

The level of remuneration for the administrators and directors of the company has to be correlated with the size of the company, with the nature and complexity of activities and responsibilities carried out, and not least, to the level of remuneration in the sector.

At the same time, the remuneration should promote the long-term sustainability of the company, in line with the business strategy, objectives, values and long-term interests of company. To achieve this goal, it is necessary to align the remuneration regime of the company to the remuneration policies and practices in the financial investment sector.

The remuneration policy and practices applied to the management of the company aim at promoting a solid and efficient risk management and do not encourage taking risks that contradict the decided risk profile (medium risk).

The main principles the remuneration policy is based on:

- pursuing compatibility with the sound and effective risk management and promoting this type of risk management, without encouraging risk-taking that is inconsistent with the risk profile, internal rules or company's Articles of Association;
- substantiating on the values and beliefs of the organization and its compatibility with the business strategy, objectives, values and interests of **Lion Capital S.A.**, as well as investor interests, including measures to avoid conflicts of interest;
- the variable remuneration is paid or granted only if it is sustainable based on the financial position of **Lion Capital S.A.** as a whole and it is reasoned by performance;
- it is forbidden to use personal cover or insurance policies related to remuneration or liability to undermine the effects of alignment of the risks provided in the remuneration schemes;
- the variable remuneration is not paid by means of instruments or methods to facilitate the avoidance of compliance with the remuneration policy requirements applicable within **Lion Capital S.A.**

According to the remuneration policy:

- The remuneration of the administrators is decided by the general meeting of the shareholders of **Lion Capital S.A.**, in accordance with the provisions of Law no. 31/1990 and the Company's articles of association.
- The additional remuneration of the directors is set in general limits by decision of the general meeting of shareholders, and the total annual value of the additional remuneration paid to the directors will not exceed the limits set by the decision of the general meeting of shareholders.
- Additional remuneration is fixed and based on objective factors, such as time spent on the performance of duties, participation in meetings of the board of directors, responsibilities

assumed on the board of directors, participation in the activities of advisory committees within the board of directors and others such factors that do not depend on and do not take into account the results and performance of the company.

- The remuneration of the directors will ensure the proportionality of the remuneration granted with the responsibilities specific to the management functions, so as to ensure an adequate and responsible remuneration, which will ensure the increase of performances, in order to increase the company's value, for the benefit of the shareholders.

Consistent with the practice so far, the general limits approved by the general meeting represent maximum upper limit and not amounts actually paid, these being correlated and complying with the budgetary provisions approved by the shareholders.

**The Board of Directors recommends and submits for the approval of shareholders maintaining the general limits of all additional remuneration of board members and the general limits of the directors' remuneration for the financial year 2024, as established by the OGM decision no. 7 of April 27, 2020, representing 0.42% of the average annual net assets.**

**Bogdan-Alexandru DRĂGOI**

Chairman of the Board of Directors