



LION CAPITAL

**ORDINARY GENERAL
MEETING OF SHAREHOLDERS**

— ARAD April 29 (30), 2024 —

Schedule of the meeting



PROCEDURAL MATTERS

Publicity of the Convening Notice for the OGM, quorum conditions, voting options, shareholding structure as of the reference date



OGM AGENDA

Items on the OGM agenda subject to Lion Capital shareholders approval



VOTING RESULT

Announcing the results of votes cast by shareholders

ORDINARY GENERAL MEETING OF SHAREHOLDERS

April 17, 2024

Reference date for the OGM

April 29, 2024

First call

10:00 a.m. (Romanian time)
at the registered office

April 30, 2024

Second call

10:00 a.m. (Romanian time)
at the registered office

May 20, 2024

Ex-date

May 21, 2024

Registration date

Publicity of the Convening Notice

The Convening Notice for the OGM was

COMUNICATED

on March 25, 2024, 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. 1494 / March 26, 2024
- in the local newspaper **Jurnal Arădean** no. 9539 of March 26, 2024
- on the on-line publication **www.FinancialIntelligence.ro** on March 25, 2024

POSTED

on March 25, 2024, on the website of Bucharest Stock Exchange (**www.bvb.ro**) and on Company's website (**www.lion-capital.ro**)

Publicity of the Convening Notice

The Amendment of the Agenda was

COMUNICATED

on April 11, 2024, 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. 1859 / April 15, 2024
- in the local newspaper **Jurnal Arădean** no. 9553 of April 15, 2024
- on the on-line publication **www.FinancialIntelligence.ro** on April 12, 2024

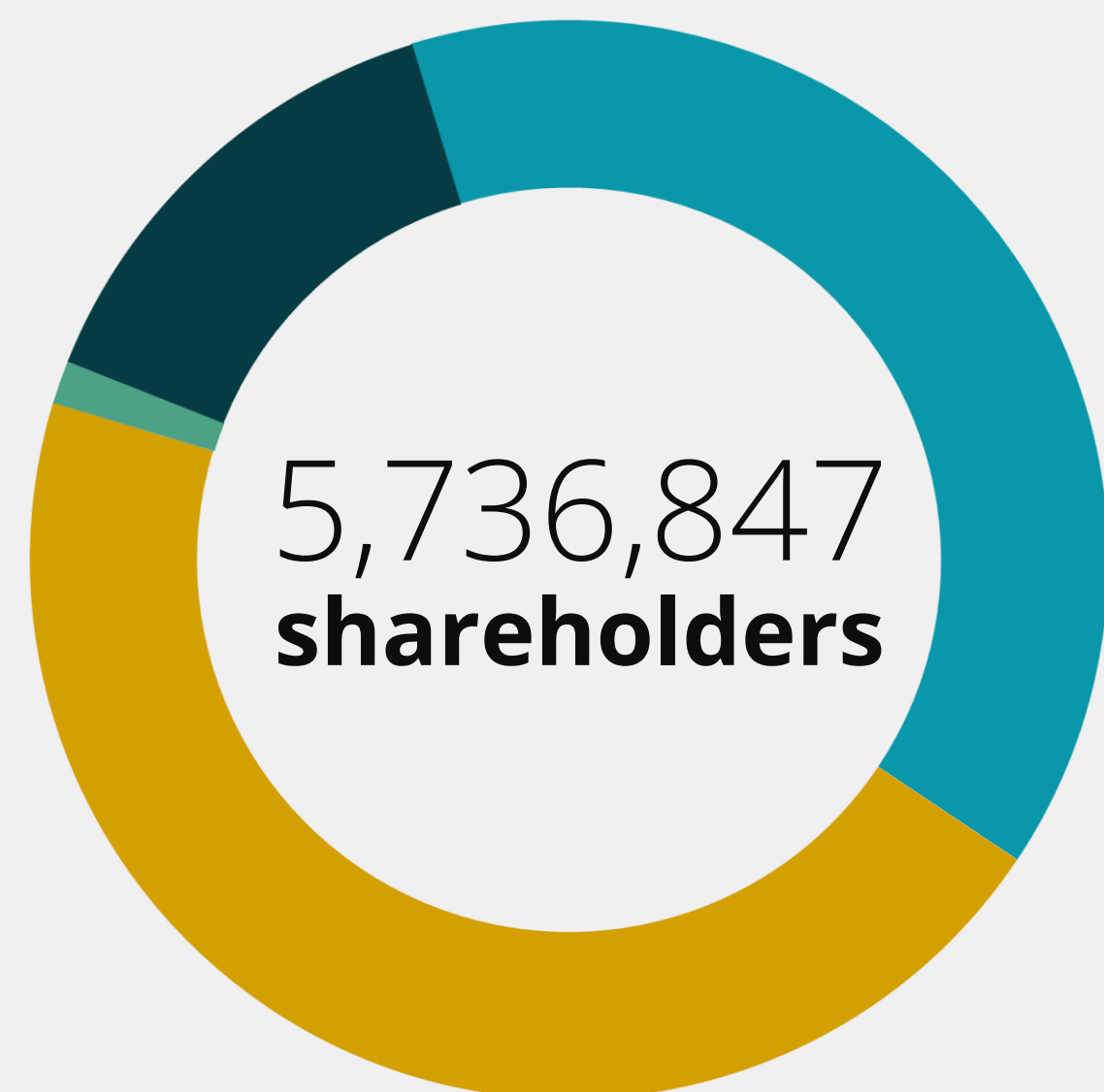
POSTED

on April 11, 2024, on the website of Bucharest Stock Exchange (**www.bvb.ro**) an on Company's website (**www.lion-capital.ro**)

Shareholding Structure

based on holdings as of April 17, 2024*

* the reference date for the OGM convened for April 29 (30), 2024



■ **39.10%**
Romanian individuals
(5,734,577 shareholders)

■ **1.30%**
non-resident individuals
(2,145 shareholders)

■ **45.32%**
Romanian legal entities
109 shareholders)

■ **14.28%**
non-resident individuals
(16 shareholders)

As of April 17, 2024, the reference date for the ordinary general meeting of shareholders (OGM) convened for April 29 (30), 2024, Lion Capital S.A. has a **share capital of RON 50,751,005.60**, divided into **507,510,056 shares** and a number of **507,510,056 voting rights**.

Requirements for Quorum

Article 6 of Lion Capital's Articles of Association:

paragraph (16) "For the validity of the deliberations of the ordinary general meeting, the presence of shareholders holding at least a quarter of the total number of voting rights is required. The decisions of the ordinary general meeting are taken with the majority of the votes cast."

paragraph (17) "If the conditions for validity are not met, a second convening of the meeting will take place, it being able to deliberate on the issues on the agenda regardless of the share of capital represented by the present shareholders, the decisions being taken by majority."

Voting

The General Meeting of Shareholders shall establish for each adopted resolution at least the number of shares for which valid votes have been 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 resolution, and, if applicable, the number of abstentions.

In accordance with the provisions of Article 6, paragraph (15) of the Company's Articles of Association, **marking the ballot with the option “abstention”** regarding any or even all items on the agenda of the general meetings of shareholders **constitutes a vote expressed** regarding the respective items on the agenda.

OGM Agenda

Items on the agenda of the OGM
subject to the approval
of Lion Capital shareholders

Item 1

Approval of the election of the secretaries of the works of the ordinary 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.

Item 2

Approval of the election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the ordinary general meeting of shareholders, consisting of Laurențiu Riviș, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.

Item 3

Approval of the separate financial statements for 2023 financial year, based on the discussions and the reports presented by the Board of Directors and the financial auditor, including Lion Capital's remuneration report for 2023, as per the provisions of art. 107, par (6) of Law no. 24/2017, republished, annex to the annual report of the Board of Directors.



Item 3

The materials subject to OGM debates and approval at item 3 of the agenda were made available to shareholders according to the regulations in force and consist of:

- **The Board of Directors' Report** for FY 2023
- **Separate Financial Statements as of December 31, 2023**, prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and ASF Norm no. 39 / 2015
- **Independent Auditor's Report** – Deloitte Audit SRL
- The statement of Lion Capital's assets and liabilities, and the detailed statement of investments as of December 31, 2023 (according to Annexes 10 and 11 to Regulation No. 7/2020)
- Compliance with the provisions of the Corporate Governance Code issued by the Bucharest Stock Exchange (BVB)
- Statement on the application of corporate governance principles according to ASF Regulation no. 2/2016
- Annual Report of the Nomination and Remuneration Committee
- Remuneration report of Lion Capital for the year 2023
- Amendments to the articles of association in 2023



Item 3

Lion Capital's long-term investment strategy aims to maximize portfolio performance to increase the value of assets under management and the investment income.

The financial objective is to capitalize on an aggregate portfolio return generated from dividend income and capital gains.

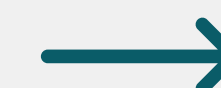
Lion Capital's investment objective is to efficiently manage a diversified portfolio of quality assets, capable of providing a steady stream of income, preserving and growing capital over the medium to long term, with the aim of enhancing value for shareholders and achieving the highest possible returns on invested capital.



Item 3

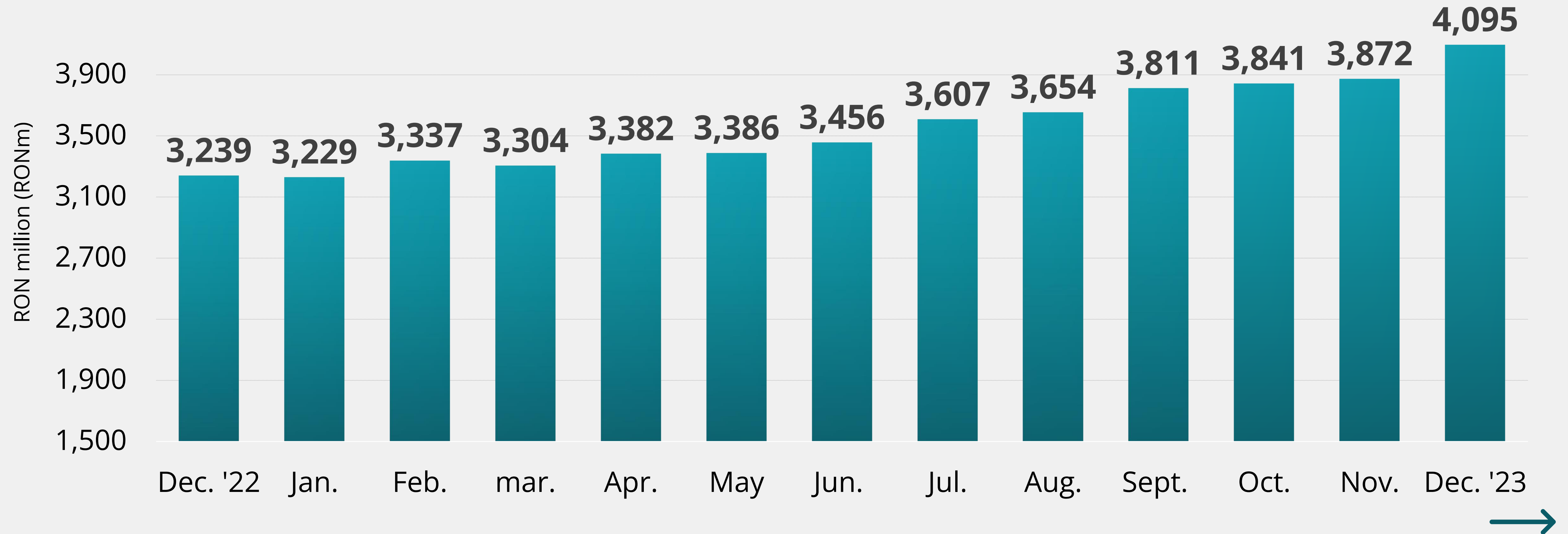
FINANCIAL PERFORMANCE [RONm]	2020	2021	2022	2023
Income	94.84	135.55	174.92	166.28
Gain on Investment	27.82	288.29	(48.70)	296.85
Expenses	28.47	27.50	24.39	27.53
Gross Profit	94.18	396.34	103.12	435.58
Net Profit for the Year	92.12	387.00	95.47	417.26

FINANCIAL POSITION [RONm]	2020	2021	2022	2023
Total Assets, of which	2,883.77	3,607.39	3,405.26	4,305.79
Total Financial Assets	2,859.53	3,579.13	3,374.95	4,286.62
Equity	2,729.90	3,416.13	3,242.85	4,100.37
Total Liabilities	153.87	191.26	162.41	205.41



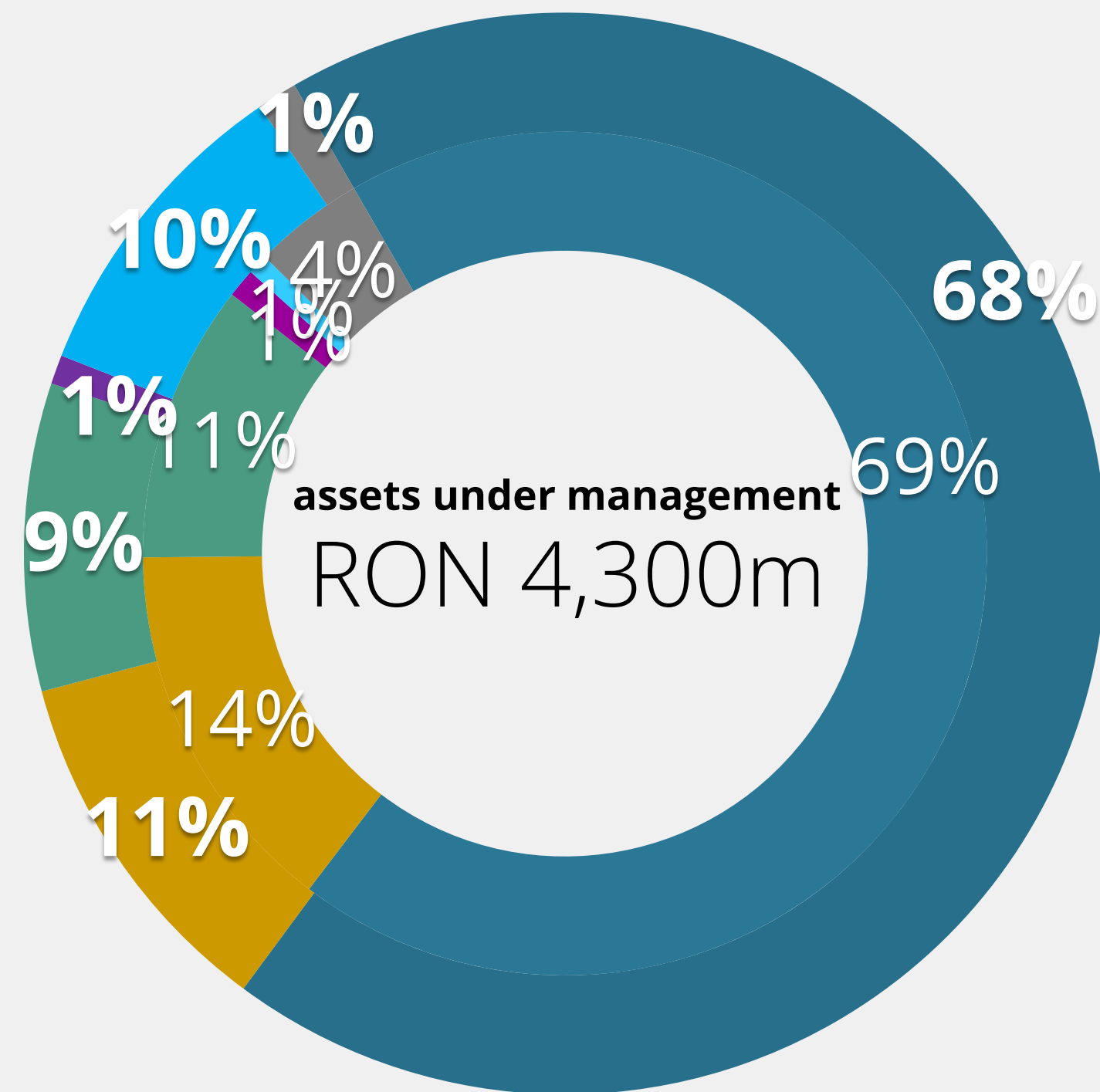
Item 3

MONTHLY NET ASSET VALUES December 2022 - December 2023



Item 3

ASSETS UNDER MANAGEMENT as of December 31, 2023
breakdown on classes (weight on total assets)



■ **listed shares**
worth **RON 2,944.09m**
(31.12.2022: RON 2,336.59m)

■ **unlisted shares**
worth **RON 463.12m**
(31.12.2022: RON 492.83m)

■ **unlisted fund units**
worth **RON 395.55m**
(31.12.2022: RON 362.94m)

■ **corporate bonds**
worth **RON 37.45m**
(31.12.2022: RON 37.58m)

■ **bank deposits + cash available**
worth **RON 408.81m**
(31.12.2022: RON 26.61m)

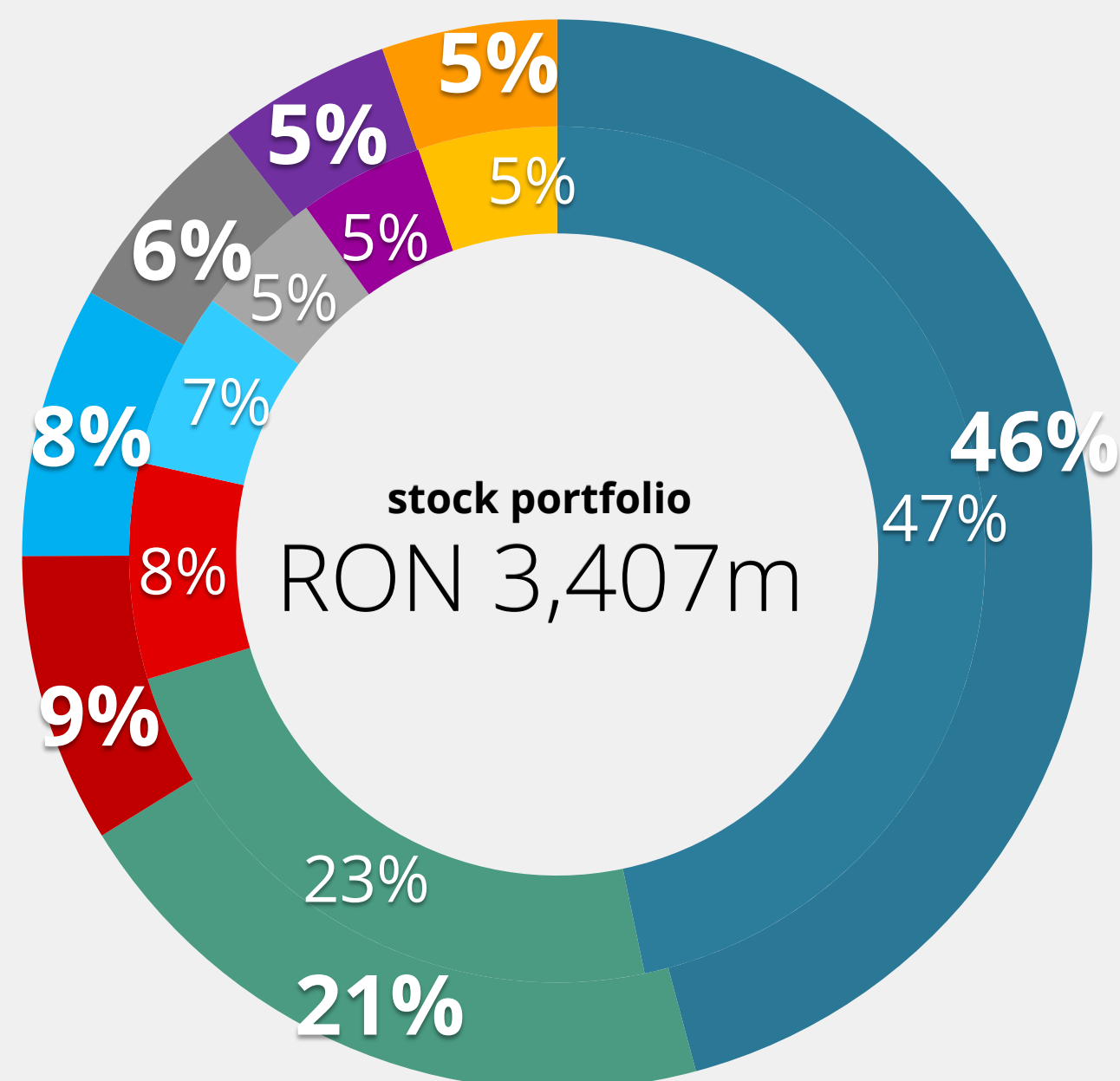
■ **receivables and other assets**
worth **RON 51.45m**
(31.12.2022: RON 144.62m)

Note: values calculated as of December 31, 2023 (the outer ring), and December 31, 2022 (the inner ring), as per ASF Regulations no. 9/2014, no. 10/2015 and no. 7/2020



Item 3

STOCK PORTFOLIO – breakdown by sector



■ **financial - banking**
 stakes in **11** companies, worth **RON 1,561.27m**
 (31.12.2022: 13 companies, worth RON 1,322m)

■ **commerce - real estate**
 stakes in **8** companies, worth **RON 694.25m**
 (31.12.2022: 12 companies, worth RON 667.07m)

■ **pharmaceuticals**
 stake in **1** company, worth **RON 298.37m**
 (31.12.2022: 2 companies, worth RON 231.07m)

■ **energy - utilities**
 stakes in **3** companies, worth **RON 278.83m**
 (31.12.2022: 5 companies, worth RON 187.75m)

■ **cardboard and paper**
 stakes in **4** companies, worth **RON 215.18m**
 (31.12.2022: 4 companies, worth RON 139.47m)

■ **hospitality (hotels and restaurants)**
 stakes in **3** companies, worth **RON 178.79m**
 (31.12.2022: 4 companies, worth RON 133.52m)

■ **other industries and activities**
 stakes in **43** companies, worth **RON 180.53m**
 (31.12.2022: 52 companies, worth RON 148.55m)

Note: percentages in the chart represent the stake of the category in the stock portfolio; values calculated as of December 31, 2023 (the outer ring), and December 31, 2022 (the inner ring), as per ASF Regulations no. 9/2014, no. 10/2015, and no. 7/2020

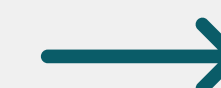


Item 3

TOP 10 COMPANIES IN THE PORTFOLIO as of December 31, 2023

Company (market symbol)	Sector	Stake	Value [RON]*	% of NAV
1. Banca Transilvania (TLV)	financial-banking	4.78%	925,525,332	22.60%
2. SIF Imobiliare Plc (SIFI)	real estate	99.99%	429,656,276	10.49%
3. Biofarm (BIO)	pharmaceuticals	36.75%	298,367,588	7.29%
4. SIF1 IMGB	real estate	99.99%	256,399,766	6.26%
5. BRD Groupe Société Générale (BRD)	financial-banking	1.95%	243,989,706	5.96%
6. Vrancart (VNC)	cardboard and paper	76.05%	214,794,935	5.25%
7. SIF Muntenia (SIF4)	financial (AIF)	17.93%	213,105,316	5.20%
8. OMV Petrom (SNP)	energy – utilities	0.57%	203,994,153	4.98%
9. SIF Hoteluri (CAOR)	hospitality	99.00%	95,959,124	2.34%
10. SAI Muntenia Invest	financial (AIFM)	99.98%	94,947,003	2.32%
TOTAL			2,976,739,199	72.69%

* Computed as per ASF Regulations no. 9/2014, no. 10/2015, NAV = net asset value



Item 3

Separate Statement of Financial Position (extract from separate financial statements)

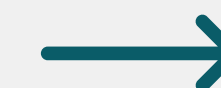
	2022	2023
Cash and cash equivalent (including bank deposits)	26,615,152	408,814,516
Financial assets at fair value through profit and loss	1,723,810,844	1,900,476,975
Financial assets at fair value through other comprehensive income	1,624,523,020	1,977,331,822
Investment property, Tangible assets, Other assets	30,314,136	19,162,849
Total Assets	3,405,263,152	4,305,786,163
Deferred tax liabilities	136,546,721	182,852,994
Other liabilities	25,863,246	22,561,385
Total Liabilities and Deferred Revenues	162,409,967	205,414,379
Total Equity	3,242,853,185	4,100,371,784
Total Liabilities and Equity	3,405,263,152	4,305,786,163



Item 3

Separate Statement of Profit and Loss and Other Comprehensive Income (extract from separate financial statements)

	2022	2023
Income, of which:	174,916,193	166,278,370
Dividend Income	166,188,008	151,903,565
Interest Income	8,709,566	14,289,563
Other Operating Revenues	18,619	85,242
Gain / (Loss) on Investment	(47,396,502)	296,845,895
Expenses	(24,393,742)	(27,526,925)
Profit before Tax	103,125,949	435,597,340
Income Tax	(7,658,801)	(18,342,208)
Net Profit for the Year	95,467,148	417,255,132
Other Comprehensive Income	(240,290,182)	442,630,926
Total Comprehensive Income for the Year	(144,823,034)	859,886,058



Item 3

Implementation of **Budget for 2023** (summary statement)

	Result for 2022	Provisions for 2023	Result for 2023	+/- vs. budget
Total Income	174,916,193	98,850,000	166,278,370	68.2%
Net Gain / (Loss) on investment	(47,396,502)	-	296,845,895	
Operating Expenses	24,393,742	33,655,000	27,526,925	-18.2%
Profit before Tax	103,125,949	65,195,000	435,597,340	568.1%
Income Tax (including tax on gross dividends due)	7,658,801	4,071,000	18,342,208	350.6%
Net Profit for the Year	95,467,148	61,124,000	417,255,132	582.6%
Total Comprehensive Income for the Year	(144,823,034)	-	859,886,058	N/A

Item 4

Approval of the distribution of the net profit of the financial year 2023, in one of the following two alternate options:

OPTION I – proposed by the Board of Directors

Approval of the allocation of the net profit of the financial year 2023, in the amount of **RON 417,255,132**, to **Other reserves**, as own funding sources.

OPTION II – proposed by the shareholder Blue Capital S.R.L.

Approval of the allocation of the net profit for the financial year 2023, in the amount of **RON 417,255,132**, as follows: **RON 208,627,566 for Dividends**, representing a gross dividend of **RON 0.41 per share** payable to shareholders as of the payment date of June 10, 2024, and **RON 208,627,566 to Other reserves**, as own funding sources.

Item 5

Approval of the consolidated financial statements for the year ended on December 31, 2023, based on the discussions and the reports presented by the Board of Directors and the financial auditor.



Item 5

Lion Capital's consolidated financial statements prepared for the financial year ended December 31, 2023, include the Company and its subsidiaries (hereinafter referred to as "Group"). For the financial year 2023, **the Group comprises Lion Capital (parent company), SAI Muntenia Invest S.A. and Administrare Imobiliare S.A.**

As required by the provisions of ASF Norm no. 39/2015, the BoD of Lion Capital as the parent company of the Group is bound to prepare the **consolidated report** of the administrators presenting the **development and performance of the activities and the position of the entities in the scope of consolidation.**



Item 5

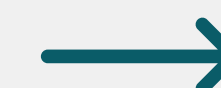
The list of investments in subsidiaries as of December 31, 2023, and December 31, 2022

No.	Company Name	Stake Held (%)	
		December 31, 2023	December 31, 2022
1	(SIF Imobiliare PLC Nicosia)	99.9997	99.9997
2	(SIF SPV Two Bucharest)	99.99	99.99
3	SAI Muntenia Invest SA Bucharest	99.98	99.98
4	(SIF1 IMGB)	99.99	99.92
5	(Napomar SA Cluj-Napoca)	99.43	99.43
6	(SIF Hoteluri SA Oradea)	98.99	98.99
7	(Azuga Turism SA Bucharest)	98.94	98.94
8	Administrare Imobiliare SA Bucharest	97.40	97.40
9	(Silvana SA Cehu Silvaniei)*	-	96.28
10	(IAMU SA Blaj)	96.53	76.70
11	(Vrancart SA Adjud)	76.50	75.50
12	(Central SA Cluj)	-	74.53
13	(Uniteh SA Timișoara)**	36.34	36.34
14	(SIFI CJ Logistic)**	5.53	5.53
15	(Ario SA Bistrița)*	93.64	93.64

The subsidiaries shown in brackets in the table above were excluded from the consolidation as the effect of the status of investment entity according to IFRS 10.

* bankruptcy

** Uniteh SA and SIFI CJ Logistic are subsidiaries because of the direct and indirect control through SIF Imobiliare Plc Nicosia



Item 5

Consolidated Statement of Profit and Loss and Other Comprehensive Income (extract from the consolidated financial statements)

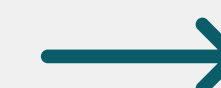
	December 31, 2022	December 31, 2023
REVENUES		
Dividend Income	148,191,611	121,915,413
Interest Income	10,912,674	17,642,792
Other Operating Revenues	32,102,805	53,293,677
Gain/(Loss) on Investment		
Gain/(Loss) on Investment Property	352,346	15,533,768
Gain/(Loss) on foreign exchange	88,916	1,347,864
Gain/(Loss) on financial assets at FVTPL	(47,405,752)	294,280,842



Item 5

Consolidated Statement of Profit and Loss and Other Comprehensive Income (extract from the consolidated financial statements)

	December 31, 2022	December 31, 2023
EXPENSES		
Reversals/(set-up) of provisions for risks and expenses	(251,801)	(891,602)
Reversals/(set-up) of adjustments for impairment of current assets	376,857	(115,981)
Interest expenses	(434,623)	(210,369)
Commissions expenses	(4,350,043)	(5,068,294)
Other operating expenses	(35,410,450)	(39,056,909)
Profit before tax	104,172,540	459,671,201
Income tax	(10,630,283)	(26,771,572)
Net profit for the financial year	93,542,257	432,899,629
Other comprehensive income	(246,365,870)	432,723,237
Total comprehensive income for the period	(152,823,613)	865,622,866



Item 5

Consolidated Statement of Financial Position

(extract from the consolidated financial statements)

	December 31, 2022	December 31, 2023
Total assets	3,399,510,296	4,327,336,986
Total liabilities	213,182,136	276,988,567
Total equity	3,186,328,160	4,050,348,420
Total equity and liabilities	3,399,510,296	4,327,336,987

Item 6

Approval of the discharge of liability of the members of the Board of Directors for the activity carried out during the financial year 2023.

Item 7

Approval of the **Income and Expenses Budget** and **Activity Program** for the year 2024.



Item 7

Main lines of action in 2024

- Calibration of the portfolio on financial assets / instruments that benefit from an inflationary context
- Portfolio restructuring by liquidating minority interests that do not fit the Company's investment strategy
- Consolidation of strategic interest portfolio
- Maintaining a diversified portfolio of assets under management
- Implementing SFRD, ESG criteria
- Proactive risk management



Item 7

Income and Expenses Budget for the year 2024

	Proposals for 2024 (RON)
I. Income	
Dividend Income	130,800,000
Interest Income	8,129,559
II. Gain / (Loss) on Investment	
Gain/(Loss) from valuation of financial instruments	-
III. Expenses	
Commissions expenses	6,543,351
Other operating expenses	32,001,947
IV. Profit before tax	100,384,261
V. Tax on gross due dividends	7,300,000
VI. Net profit for the year	93,084,261



Item 7

- The Income and Expenses Budget was prepared based on the management's best estimates given the information available at the time of preparation, weighted with a prudent approach of the main risks affecting the outlook for 2024.
- The developments in the regional geopolitical condition and the global economic outlook, along with their social and economic impacts and consequences for Romania, cannot be reliably anticipated, leading to the inability to forecast, in a reasonable manner, possible variations in the financial performance of the Fund throughout the 2024 financial year.

Item 8

Approval of the remuneration due to the members of the Board of Directors for the financial year 2024, at the level set by resolution of OGM of April 26, 2016.



Item 8

Ensuring a prudent and effective administration, observing the principles concerning investor protection, must guarantee the proportionality of remuneration granted with the specific responsibilities of the position, to ensure the adequate and responsible remuneration, to provide the upturn of performance, to grow the value of Lion Capital S.A., for the benefit of its shareholders.

For the financial year 2024, the Board of Directors submits for the approval of ordinary general meeting of shareholders maintaining the monthly remuneration of RON 10,000 net amount for each administrator (member of the Board of Directors), amount approved by the resolution of the ordinary general meeting of shareholders held on April 26, 2016, published in the Official Gazette of Romania, Part IV, no. 1934 of May 19, 2016.

Item 9

Approval of the general limits of all additional remunerations for the Board of Directors and the general limits of directors' remuneration for the financial year 2024 at the level set by Resolution no. 7 of the OGM of April 27, 2020.



Item 9

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.



Item 9

According to the remuneration policy:

- The remuneration of the administrators is decided by the general meeting of the shareholders of Lion Capital, 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.



Item 9

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.

Item 10

Approval of May 21, 2024, as registration date (May 20, 2024, 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.



Item 10

Pursuant to **art. 87 par. (1) of Law no. 24/2017 on issuers of financial instruments and market operations**, the general meeting of shareholders sets the **registration date**, which is the calendar date that serves to the “identification of the shareholders which shall benefit from dividends or other rights, and which are affected by the resolutions of the general meeting of shareholders”. That date shall be subsequent to the date of the general shareholders meeting by at least 10 working days.

Art. 2 par. (2) letter f) of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations defines *registration date* as follows:

“**registration date** – expressly specified calendar date, i.e. dd/mm/yyyy set out by the general meeting of shareholders, hereinafter referred to as GMS whose purpose is to identify shareholders who are going to benefit from dividends or other rights and whom GMS decisions shall impact. The registration date is determined also for GMS decisions with regard to corporate events”.

Art. 2 par. (2) letter l) of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations defines *ex date* as follows:

“**ex date** – date prior to the registration date with a settlement cycle less one business day as of which the financial instruments subject to decisions made by the corporate bodies are traded without the rights derived from the respective decision. The ex date is calculated by taking regard of the settlement cycle T + 2 business days”.

Voting Result

Announcing the results of votes cast by shareholders



Contact

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