

ANNOUNCEMENT

regarding the Public Tender Offer for the Purchase of shares issued by LION CAPITAL S.A.

at the price of 4.50 RON/share

approved by Decision of the Financial Supervisory Authority ("ASF") no. 215 dated February 25, 2026

Issuer: LION CAPITAL S.A., a company established and operating in accordance with Romanian law, with its registered office at 35A Calea Victoriei, Arad 310158, Romania, registered with the Trade Register under no. J1992001898023, Unique Registration Code 2761040, LEI Code 254900GAQ2XT8DPA7274 (hereinafter referred to as the "**Issuer**").

The Issuer's main line of business is NACE Code 64 - Financial service activities, except insurance and pension funds, and its principal activity is NACE Code 6499 - Other financial intermediation n.e.c. except insurance and pension fund activities.

Bidder: LION CAPITAL S.A., a company established and operating in accordance with Romanian law, with its registered office at 35A Calea Victoriei, Arad 310158, Romania, registered with the Trade Register under no. J1992001898023, Unique Registration Code 2761040, LEI Code 254900GAQ2XT8DPA7274 (hereinafter referred to as the "**Bidder**").

The Bidder's main field of activity is NACE Code 64 - Financial service activities, except insurance and pension funds, and its main object of activity is NACE Code 6499 - Other financial intermediation n.e.c. except insurance and pension fund activities.

Lion Capital's investment objective is the management of a diversified portfolio of quality assets, capable of ensuring both short-term income generation as well as medium to long-term capital preservation and growth. The Bidder's manager is the Board of Directors consisting of five members (administrators) appointed for a four-year term (as of the date of this document, one elected member of the Board of Directors, Mr Ion Stancu, is currently undergoing authorization by the Financial Supervisory Authority (ASF). Regarding the shares issued by Lion Capital S.A., the Bidder directly holds 1,100,000 shares, while the persons acting in concert with the Bidder hold a number of 3,684,854 shares of the Issuer.

Offer: The Bidder intends to acquire through the public offer a maximum of **49,600,250** fully paid-up shares issued by the Issuer, which are not owned by the Bidder ("**Public Offer**"), representing **9.7733%** of the share capital registered with the Trade Register.

The Public Offer is addressed to all natural and legal persons who, during the Offer Period, hold shares issued by the Issuer.

The acquisition of shares by the Bidder under the Public Offer is part of the share buyback program "Program 10" approved by the Resolution no. 1 of December 22, 2025, of the Bidder's Extraordinary General Meeting of Shareholders, published in the Official Gazette of Romania Part IV, no. 122 of 14.01.2026, to be granted free of charge to the members of company's management / and or employers and for the reduction of Issuer's share capital.

Intermediary: Swiss Capital S.A. with its registered office in Bucharest, 20 Dacia Blvd., Romana Offices Building, 4th Floor, Sector 1, postal code 010412, Romania, registered with the Trade Registry under no. J40/4107/1996, unique registration code 8450590, registered in the ASF Register under no. PJR01SSIF/400054 (hereinafter referred to as "**Intermediary**").

Public Offer Period: The Public Offer is valid for a period of 10 (ten) business days, between **04.03.2026 and 17.03.2026** and will be launched on the fourth business day after the publication of this Announcement in at least one printed or online newspaper of general or financial information with national circulation, as well as in a local one from the issuer's administrative-territorial area. The Bidder declares that it has prepared an Offer Document in accordance with applicable regulations and that it will be available from the date of publication of this Announcement throughout the Public Offer period, as follows: in hard copy, during normal business hours, at the Intermediary's office in Bucharest, 20 Dacia Blvd., Romana Offices Building, 4th Floor, District 1, postal code 010412, Romania, and at the Bidder's office, at 35A Calea Victoriei, Arad 310158, Romania and on the website of the Bucharest Stock Exchange (www.bvb.ro), of the Intermediary (www.swisscapital.ro), and of the Issuer (<https://www.lion-capital.ro/>).

Subscription Methods and Locations: Shareholders may accept the Public Offer by completing and signing, before the expiration of the Public Offer period, the subscription form, in the format that will be made available to interested Shareholders by authorized intermediaries, and by submitting all necessary documents in accordance with the provisions of the Offer Document, at the office of Swiss Capital SA in Bucharest, 20 Dacia Blvd., Romana Offices Building, 4th Floor, District 1, or at the office of intermediaries authorized by ASF, who have signed and transmitted to the Offer Intermediary the commitment letter regarding compliance with the conditions for carrying out the Public Offer. The Public Offer will be conducted using exclusively the systems of the Bucharest Stock Exchange.

Subscription Hours for the Public: Monday to Friday during the normal working hours, 9:00-17:00, of the Intermediary or of the intermediaries authorized by ASF who have signed and transmitted to the Offer Intermediary the commitment letter regarding compliance with the conditions for carrying out the Public Offer. On the last day of the Public Offer period, subscriptions will be accepted until 13:00.

The approval visa applied to the offer document does not constitute a guarantee and does not represent any other form of assessment by the Financial Supervisory Authority (ASF) regarding the opportunity, advantages or disadvantages, profit or risks that the transactions to be concluded by accepting this Public Tender Offer, subject to this approval decision, might present; the approval decision only certifies the compliance of the offer document with the requirements of the law and the norms adopted in the application of the Public Tender Offer.

BIDDER
LION CAPITAL S.A.
Bogdan-Alexandru Drăgoi

INTERMEDIARY
SWISS CAPITAL S.A.
Bogdan Juravle