



INFORMATION ON GENDER BALANCE WITHIN THE BOARD OF DIRECTORS OF LION CAPITAL S.A.

Pursuant to the provisions of Article 109⁶ of Law no. 24/2017 on issuers of financial instruments and market operations (as amended by Law no. 11/2025), companies listed on a regulated market are required to publish, on an annual basis, information regarding gender representation within their management bodies, distinguishing between executive and non-executive directors, as well as the measures taken to meet the legal objectives regarding gender balance.

Current composition of the Board of Directors of Lion Capital S.A.:

- **Bogdan-Alexandru Drăgoi** – Chairman of the Board and Chief Executive Officer, Executive Director – elected by the Ordinary General Meeting of Shareholders (OGMS) of Lion Capital on October 31, 2024;
- **Rachid Lakis** – Vice Chairman of the Board, non-executive Director – elected by the OGMS on October 31, 2024;
- **Sorin Marica** – Member of the Board, non-executive Director – elected by the OGMS on October 31, 2024;
- **Marcel Heinz Pfister** – Member of the Board, non-executive Director – elected by the OGMS on October 31, 2024;
- **Ion Stancu** – Member of the Board, non-executive Director – elected by the OGMS on April 24, 2025, (the performance of the duties under the mandate shall commence once the respective member of the Board has been authorized by the Financial Supervisory Authority, a procedure currently in progress).

The Board of Directors of Lion Capital S.A. brings a high level of expertise across areas essential to the company's operations. The diversity of professional backgrounds, along with the individual and collective experience of its members, ensures a strong understanding of the company's business model, its ongoing activities, and the potential risks associated with them. This foundation enables the Board to carry out the company's governance in an effective and prudent manner, in full compliance with the applicable regulatory framework.

Legal requirements on gender balance

According to **Article 109³ of Law no. 24/2017** (as amended by **Law no. 11/2025**), by **June 30, 2026**, companies listed on a regulated market must meet one of the following gender balance objectives for their boards of directors:

- at least **40% of non-executive members of the Board of Directors** must be of the underrepresented gender; or
- at least **33% of all members of the Board of Directors** (executive and non-executive) must be of the underrepresented gender.

Where the latter threshold is not applicable, companies are required to set their own quantitative targets aimed at improving gender representation among executive members of the Board of Directors.

Lion Capital's current situation and future measures

At this time, Lion Capital **does not meet** the objectives set out under Article 109³ (1) of Law no. 24/2017. This is due to the following procedural and legal considerations:

- four of the five current board members were elected **prior to the entry into force** of Law no. 11/2025 (March 15, 2025);
- in the case of the fifth member elected in April 2025, the timeframe between the law's entry into force and the conclusion of the selection process was too short to revise and implement internal procedures in line with the new requirements;
- nonetheless, two candidates of different genders were proposed for the vacant position, and the shareholders' meeting elected Mr Ion Stancu, who received 80.66% of the votes.

The current board mandates are valid until April 2029 and, in accordance with the law, **are not subject to retroactive application** of the new provisions, which apply only to new appointments.

Lion Capital's commitment

By the legal deadline of June 2026, Lion Capital undertakes to:

- develop and approve internal procedures that reflect the new gender balance requirements;
- publish on its website the policy for the selection and suitability assessment of board members;
- apply these policies in the context of future board appointments.