

## **Resolutions of the Ordinary General Meeting of Shareholders of April 27 (28), 2023**

The ordinary general meeting of the shareholders of the **company Lion Capital S.A.** (the new corporate name since March 24, 2023, of the company Societatea de Investiții Financiare Banat-Crișana), established and operating in accordance with Romanian law, (hereinafter referred to as **"Lion Capital"** or **"the Company"**), 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, 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 April 27 (28), 2023 starting with 10:00 hours (Romanian time), at the first call/second call (hereinafter referred to as **"OGM"**),

### **Considering:**

- The Convening Notice submitted on March 23, 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. 1400 of March 24, 2023; in the local newspaper *Jurnal Arădean* no. 9291 of March 27, 2023, on the on-line publication [www.FinancialIntelligence.ro](http://www.FinancialIntelligence.ro) on March 24, 2023, on Lion Capital's website, ([www.sif1.ro](http://www.sif1.ro)), and on the website of Bucharest Stock Exchange on March 23, 2023,
- The Amendment to the Convening Notice submitted on April 11, 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. 1732 of April 13, 2023; in the local newspaper *Jurnal Arădean* no. 9304 of April 13, 2023, on the on-line publication [www.FinancialIntelligence.ro](http://www.FinancialIntelligence.ro) on April 12, 2023, on Lion Capital's website, ([www.sif1.ro](http://www.sif1.ro)), and on the website of Bucharest Stock Exchange on April 11, 2023,
- Lion Capital's Articles of Association in force,
- 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,
- Financial Supervisory Authority (ASF) Regulation no. 5/2018 on issuers of financial instruments and market operations,

### **Decides upon the topics on the OGM 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 cast, **approves the election of the secretaries of the works of the ordinary 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, 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 cast, **approves 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.**

#### **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 cast, **approves the standalone financial statements for 2022 financial year, based on the discussions and the reports presented by the Board of Directors, the Chairman of the Board, and the financial auditor, including SIF Banat-Crișana's remuneration report for 2022, 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.**

#### **Draft for Resolution no. 4 - Option I**

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 cast, **approves the allocation of the net profit for the financial year 2022, in the amount of RON 95,467,148, to Other reserves, as own funding sources.**

**Draft for Resolution no. 4 – Option II**

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 cast, **approves the allocation of the net profit for the financial year 2022, in the amount of RON 95,467,148 as follows: RON 65,976,307.30 for Dividends, representing a gross dividend of RON 0.13 per share payable to shareholders as of the payment date of June 15, 2023, and RON 29,490,840.70 to Other reserves, as own funding sources.**

**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 cast, **approves the consolidated financial statements for the year ended on December 31, 2022, based on the discussions and the reports presented by the Board of Directors and the financial auditor.**

**Draft for Resolution no. 6**

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 cast, **approves the discharge of liability of the members of the Board of Directors for the activity carried out during the financial year 2022.**

**Draft for Resolution no. 7**

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 cast, **approves the Income and Expenses Budget and Activity Program for the year 2023.**

**Draft for Resolution no. 8**

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 cast, **approves the remuneration due to the members of the Board of Directors for the financial year 2023 in the amount approved by the resolution of OGM of April 26, 2016.**

**Draft for Resolution no. 9**

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 cast, **approves the general limits of all additional remunerations for the Board of Directors and the general limits of directors’ remuneration for the financial year 2023 at the level established by Resolution no. 7 of the OGM of April 27, 2020.**

**Draft for Resolution no. 10**

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 cast, **approves the date of May 23, 2023, as the registration date (May 22, 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 April 27 (28), 2023, in Arad, in 5 original copies.**

**Bogdan-Alexandru Drăgoi**

Chairman of the Board of Directors and CEO