

**LION CAPITAL S.A.**

Arad, 35A Calea Victoriei, postal code 310158 • J0211898/92 • CUI 2761040 • No. in ASF AFIAA Register PJR07.1AFIAA/020007/09.03.2018  
 No. in ASF FIAIR Register PJR09FIAIR/020004/01.07.2021 • Subscribed and paid-up share capital: RON 50.751.005,60

**SPECIAL EMPOWERMENT FORM for legal entities**

Ordinary General Meeting of Shareholders (OGM) of 29/30.04.2024

The undersigned, ..... having Unique Registration Code CUI (or equivalent number in the shareholders' registry – for non-resident shareholders) ....., legally represented by ..... holder of ..... shares issued by Lion Capital S.A. Arad, representing ..... % of the total issued shares, which entitle us to ..... votes in the OGM, representing .....% of the total voting rights in the OGM, hereby empower as the undersigned's representative

.....  
 (identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)

Or .....  
 (identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)

in the OGM to be held on 29.04.2024, 10:00 hours (first call), or on 30.04.2024, 10:00 hours (second call), at company's headquarters in Arad, 35A Calea Victoriei, to exercise the voting rights pertaining to the undersigned's holdings as at 17.04.2024 (the reference date), as follows:

	RESOLUTIONS SUBMITTED FOR THE APPROVAL OF THE OGM:	FOR	AGAINST	ABSTAIN
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 Laurentiu Riviş, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the distribution of the net profit of the financial year 2023, in one of the following two alternate options*:	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
	<b>4.1. Option I – proposed by the Board of Directors:</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<b>4.2. Option II – proposed by the shareholder Blue Capital S.R.L.:</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of the Income and Expenses Budget and Activity Program for the year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of the remuneration due to the members of the Board of Directors for the financial year 2024, at the level set by the resolution of OGM of April 26, 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Approval of the date of May 21, 2024, as the 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*at item 4 on the agenda, only one of the two proposed options may be chosen, under penalty of the vote being invalidated as contradictory

SIGNING DATE

SHAREHOLDER'S NAME

(to be filled in with the legal name of the shareholder legal entity, in capital letters)

FULL NAME OF THE LEGAL REPRESENTATIVE

(to be filled in with the first name and last name of the legal representative of the shareholder legal entity, in capital letters)

SIGNATURE AND STAMP

(handwritten signature of the legal representative of the shareholder legal entity and the stamp of the shareholder legal entity)

**NOTE** The deadline for the registration of the special empowerment form at Lion Capital's headquarters is on April 27, 2024, 10:00 hours.

### **DOCUMENTS TO ACCOMPANY THE SPECIAL EMPOWERMENT**

- a findings certificate (in Romanian: "certificat constatator"), in original or true copy, issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, allowing the identification thereof in the list of Lion Capital's shareholders as at the reference date issued by Depozitarul Central SA;
- proof of legal representative capacity if the shareholders' register at the reference date, received from Depozitarul Central, has no data regarding the legal representative of the shareholder; the capacity as legal representative is proven by means of findings certificate/ similar documents presented hereinbefore.

The documents attesting the capacity of legal representative of the shareholders that are legal entities have to be issued no more than 3 months before the date of the publication of the convening notice for shareholders general meeting. If these documents are drafted in a foreign language other than English, they shall be accompanied by their translation into Romanian or English, performed by a certified translator;

- in case of entities with no legal personality / unincorporated entities, shall be submitted, in certified copy, an official document proving the capacity as representative of the corporate body that administrates the entity with no legal personality (e.g. the authorization issued by the Financial Supervisory Authority or similar authority in another State);
- certified copy of the representative's (the person empowered by the special empowerment) ID document (ID card / passport);

### **COMPLETING THE SPECIAL EMPOWERMENT**

The procedure for completing the special empowerment form is available on company's website [www.lion-capital.ro](http://www.lion-capital.ro). The special empowerment shall be completed and signed in **three original counterparts**: one for the shareholder, one for the empowered representative and one for the company.

### **SUBMITTING THE SPECIAL EMPOWERMENT FORM**

- **in original, printed form** – submitted or sent by any courier service to the headquarters of Lion Capital in Arad, 35A Calea Victoriei, Romania, so its registration at the Company is made by 27.04.2024, 10:00 a.m., for the identification of the shareholders' identity, subject to losing the voting right in case of default, the special empowerment form with the voting instructions shall be inserted in an envelope writing on it clearly and with capital letters: "SPECIAL EMPOWERMENT FORM – SHAREHOLDER'S FULL NAME". This envelope, together with the accompanying documents shall be sent to the company in an envelope clearly writing in capital letters "FOR GMS / PENTRU AGA"
- **by email with extended electronic signature incorporated in accordance with Law no. 455 / 2001** on the electronic signature, at the address [aga@lion-capital.ro](mailto:aga@lion-capital.ro) until 27.04.2024 at 10:00 a.m.; for the purpose of verifying the identity of shareholders, subject to losing the voting right in case of default.

**Note:** Pursuant to the provisions of Law 455 / 2001, the extended electronic signature means an electronic signature which meets all the following conditions: (i) it is uniquely linked to the signatory; (ii) it allows the identification of the signatory; (iii) it is created using means that the signatory can maintain under his/her sole control; (iv) it is linked to the data in electronic form to which it relates in such a manner that any subsequent change of that document is detectable.