

## **Resolutions of the Extraordinary General Meeting of Shareholders of April 29 (30), 2024**

The extraordinary general meeting of shareholders of the company **Lion Capital S.A.**, 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, with 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 29 (30), 2024 starting with 12:00 hours (Romanian time), at the first call/second call (hereinafter referred to as "**EGM**"),

### **Considering:**

- The Convening Notice submitted 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 of March 26, 2024; in the local newspaper *Jurnal Arădean* no. 9539 of March 26, 2024, on the on-line publication [www.FinancialIntelligence.ro](http://www.FinancialIntelligence.ro) on March 25, 2024, on company's website, ([www.lion-capital.ro](http://www.lion-capital.ro)), and on the website of Bucharest Stock Exchange on March 25, 2024,
- The Amendment to the Agenda of the EGM submitted 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 of April 15, 2024 in the local newspaper *Jurnal Arădean* no. 9553 of April 15, 2024, on the on-line publication [www.FinancialIntelligence.ro](http://www.FinancialIntelligence.ro) on April 12, 2024, on Lion Capital's website, ([www.lion-capital.ro](http://www.lion-capital.ro)), and on the website of Bucharest Stock Exchange on April 11, 2024,
- 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 items on the EGM 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 total votes held by the shareholders present or represented, **approves the election of the secretaries of the works of the extraordinary 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.**

#### **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 total votes held by the shareholders present or represented, **approves the election of the commission for counting the votes cast by the shareholders on the topics on the agenda of the extraordinary general meeting of shareholders, consisting of Laurențiu Riviş, 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 total votes held by the shareholders present or represented, **approves the execution of a buyback program ("Program 8") by the Company in compliance with applicable legal provisions and having the following main features:**

- (i) The purpose of Program 8: The Company will repurchase shares under the Program 8 for the distribution free of charge to employees and members of Company's management (administrators, executive directors) in order to foster their loyalty and reward them for their activity within the Company, according to performance criteria to be established by the Board of Directors**
- (ii) The maximum number of shares that may be repurchased: 1,500,000 shares at most;**

- (iii) The minimum price per share: RON 0.1;
- (iv) The maximum price per share: RON 8.2473;
- (v) Duration of Program 8: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;
- (vi) The shares acquired under the Program 8 will be paid from sources permitted by law.

Besides its main characteristics, Program 8 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 8 will be done through all market operations allowed by law, which may include public tender offers initiated by the Company, in accordance with the law. To implement the Program 8, the Board will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.

#### **Draft for Resolution no. 4**

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 total votes held by the shareholders present or represented, **approves the use of the shares purchased under Buyback Program 8 for their distribution free of charge to employees and members of Company's management (administrators, executive directors) in a share-based payment plan of "Stock Option Plan" type, in compliance with applicable legislation. The Board of Directors of the company is empowered to take all necessary measures and to fulfil all the formalities required for the approval and implementation of the share-based payment plan of "Stock Option Plan" type.**

#### **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 total votes held by the shareholders present or represented, **approves the execution of a buyback program ("the Program") by the Company in compliance with applicable legal provisions and having the following main features:**

- (a) **The purpose of the Program: The Company will repurchase shares in order to reduce its share capital, by cancelling the shares.**
- (b) **The maximum number of shares that may be repurchased: a maximum of 50,000,000 own shares (9.8520% of the share capital);**
- (c) **The minimum price per share: RON 0.1;**
- (d) **The maximum price per share: RON 8.2473;**
- (e) **Duration of Program: a maximum of 18 months after publication of the resolution in the Official Gazette of Romania, Part IV;**
- (f) **The shares repurchased under the Program will be paid from sources permitted by law, namely distributable profit, or available reserves of the Company, as recorded in the latest approved annual financial statements, excluding legal reserves, according to the financial statements for 2023, complying with the provisions of art. 103 par. 1 letter d) of Law no. 31/1990 on trading companies, republished and amended.**

Besides its main features, the Program will also include other requirements imposed by law that are not listed above. The acquisition of shares under the Program will be carried out through all market operations permitted by law for the acquisition of up to 50,000,000 own shares for the purpose of reducing the share capital, which may include public tender offers initiated by the Company, in compliance with the legal provisions. For the implementation of the Program, the Board of Directors will be empowered to adopt all necessary measures and fulfil all required formalities, in compliance with the aforementioned requirements.

#### **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 total votes held by the shareholders present or represented, **approves the date 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.**

This resolution is signed today, on April 29 (30), 2024, in Arad, in 5 original copies.

**Bogdan-Alexandru Drăgoi**

Chairman of the Board of Directors and CEO