



LION CAPITAL

EXTRAORDINARY GENERAL  
MEETING OF SHAREHOLDERS

— ARAD April 29 (30), 2024 —

# Schedule of the meeting



## **PROCEDURAL MATTERS**

Publicity of the Convening Notice for the EGM, quorum conditions, voting options, shareholding structure at the reference date



## **EGM AGENDA**

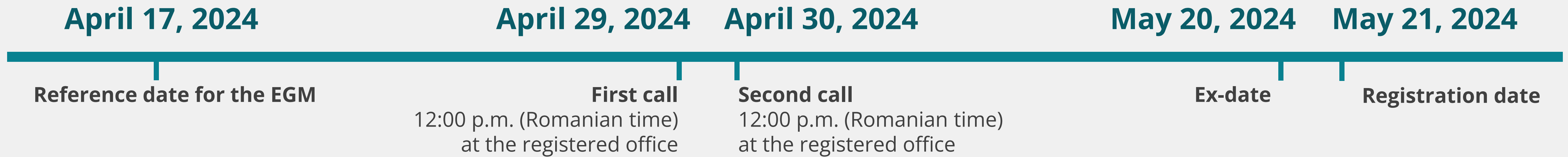
Items on the EGM agenda subject to Lion Capital shareholders approval



## **VOTING RESULT**

Announcing the results of votes cast by shareholders

## EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS



# Publicity of the Convening Notice

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## The Convening Notice for the EGM was

### COMUNICATED

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on March 25, 2024, to the **Financial Supervisory Authority** ("ASF") - Sector of Financial instruments and Investments, and the **Bucharest Stock Exchange** (BVB)

### PUBLISHED

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- **in the Official Gazette of Romania**, part IV, no. 1494 / March 26, 2024
- in the local newspaper **Jurnal Arădean** no. 9539 of March 26, 2024
- on the on-line publication **www.FinancialIntelligence.ro** on March 25, 2024

### POSTED

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on March 25, 2024, on the website of Bucharest Stock Exchange (**www.bvb.ro**) an on Company's website (**www.lion-capital.ro**)

# Publicity of the Convening Notice

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## The Amendment of the Agenda was

### COMUNICATED

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on April 11, 2024, to the **Financial Supervisory Authority** ("ASF") - Sector of Financial instruments and Investments, and the **Bucharest Stock Exchange** (BVB)

### PUBLISHED

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- in the **Official Gazette of Romania**, part IV, no. 1859 / April 15, 2024
- in the local newspaper **Jurnal Arădean** no. 9553 of April 15, 2024
- on the on-line publication **www.FinancialIntelligence.ro** on April 12, 2024

### POSTED

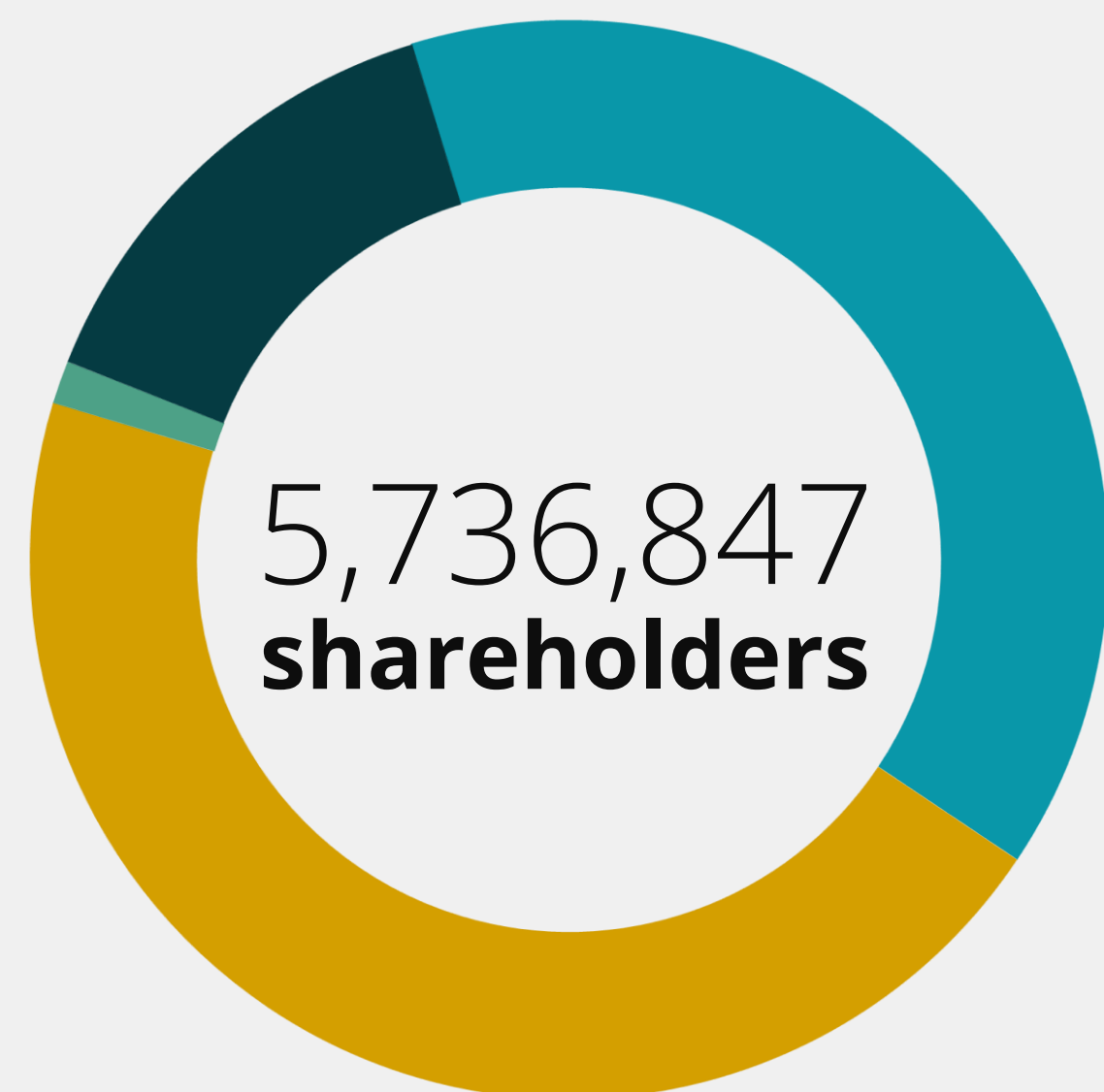
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on April 11, 2024, on the website of Bucharest Stock Exchange (**www.bvb.ro**) an on Company's website (**www.lion-capital.ro**)

# Shareholding Structure

based on holdings as of April 17, 2024\*

\* the reference date for the EGM convened for April 29 (30), 2024



■ **39.10%**  
Romanian individuals  
(5,734,577 shareholders)

■ **1.30%**  
non-resident individuals  
(2,145 shareholders)

■ **45.32%**  
Romanian legal entities  
109 shareholders)

■ **14.28%**  
non-resident legal entities  
(16 shareholders)

As of April 17, 2024, the reference date for the extraordinary general meeting of shareholders (EGM) convened for April 29 (30), 2024, Lion Capital S.A. has a **share capital of RON 50,751,005.60**, divided into **507,510,056 shares** and a number of **507,510,056 voting rights**.

# Requirements for Quorum

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## **Article 6, paragraph (18) of Lion Capital's Articles of Association:**

“For the validity of the deliberations of the extraordinary general meeting, the presence of shareholders holding at least one quarter of the total voting rights is required at the first call, and at subsequent calls, the presence of shareholders representing at least one fifth of the total voting rights. Decisions are made by a majority of the votes held by the shareholders present or represented.”

# Voting

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The General Meeting of Shareholders shall establish for each adopted resolution at least the number of shares for which valid votes have been cast, the proportion of the share capital represented by those votes, the total number of valid votes cast, as well as the number of votes cast “for” and “against” each resolution, and, if applicable, the number of abstentions.

In accordance with the provisions of Article 6, paragraph (15) of the Company's Articles of Association, **marking the ballot with the option “abstention”** regarding any or even all items on the agenda of the general meetings of shareholders **constitutes a vote expressed** regarding the respective items on the agenda.



# EGM Agenda

Items on the agenda of the EGM  
subject to the approval  
of Lion Capital shareholders

# Item 1

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Approval of 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.

# Item 2

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Approval of 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 Riviș, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.

# Item 3

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Approval of the execution of a buyback program (“Program 8”) by the Company in compliance with applicable legal provisions and having the following main features:

## Item 3

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- (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 the 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.

## Item 3

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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 aforementioned requirements.

# Item 4

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Approval of the use of the shares purchased under **Buyback Program 8** for their distribution free of charge to employees and members of the 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.

# Item 5

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proposed by the shareholder Blue Capital S.R.L.



Approval of the execution of a buyback program (“the Program”) by the Company in compliance with applicable legal provisions and having the following main features:



## Item 5

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proposed by the shareholder Blue Capital S.R.L. 

- (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.

## Item 5

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proposed by the shareholder Blue Capital S.R.L. 

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.

# Item 6

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Approval 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.

## Item 6

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Pursuant to **art. 87 par. (1) of Law no. 24/2017 on issuers of financial instruments and market operations**, the general meeting of shareholders sets the **registration date**, which is the calendar date that serves to the “identification of the shareholders which shall benefit from dividends or other rights, and which are affected by the resolutions of the general meeting of shareholders”. That date shall be subsequent to the date of the general shareholders meeting by at least 10 working days.

Art. 2 par. (2) letter f) of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations defines *registration date* as follows:

“**registration date** – expressly specified calendar date, i.e. dd/mm/yyyy set out by the general meeting of shareholders, hereinafter referred to as GMS whose purpose is to identify shareholders who are going to benefit from dividends or other rights and whom GMS decisions shall impact. The registration date is determined also for GMS decisions with regard to corporate events”.

Art. 2 par. (2) letter l) of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations defines *ex date* as follows:

“**ex date** – date prior to the registration date with a settlement cycle less one business day as of which the financial instruments subject to decisions made by the corporate bodies are traded without the rights derived from the respective decision. The ex date is calculated by taking regard of the settlement cycle T + 2 business days”.

# Voting Result

Announcing the results of votes cast by shareholders



# Contact

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