



LION CAPITAL

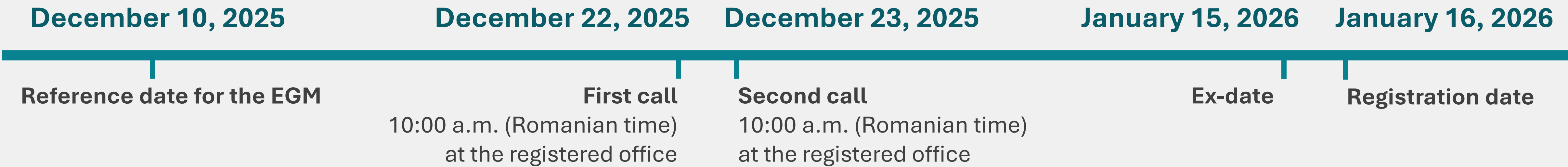
**EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS**

— ARAD December 22 (23), 2025 —

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

The Convening Notice for the EGM was

COMMUNICATED

on November 17, 2025, to the **Financial Supervisory Authority** (“ASF”) - Sector of Financial instruments and Investments, and the **Bucharest Stock Exchange** (BVB)

POSTED

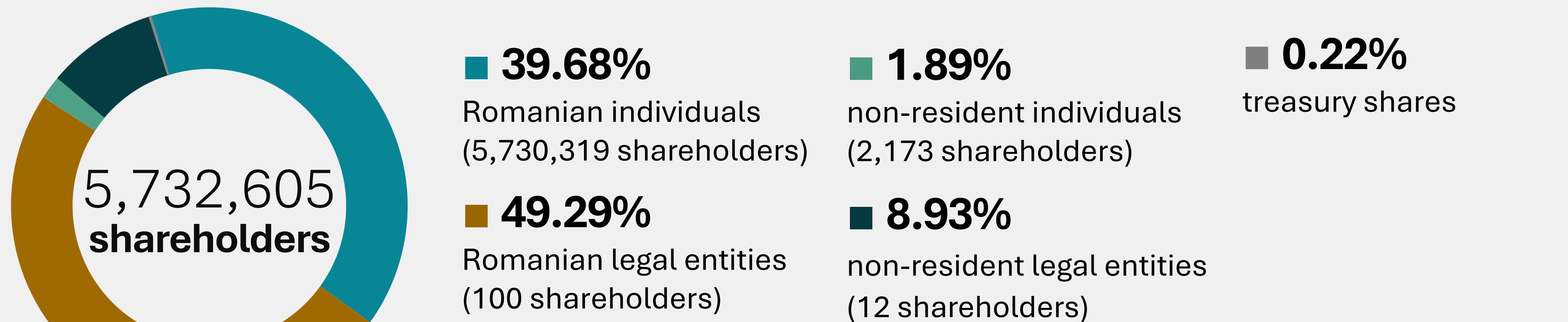
on November 17, 2025, on the website of Bucharest Stock Exchange (**www.bvb.ro**) and on Company’s website (**www.lion-capital.ro**)

PUBLISHED

- **in the Official Gazette of Romania**, part IV, no. 5565 / November 19, 2025
- on the on-line publication **www.aradon.ro** on November 18, 2025
- on the on-line publication **www.FinancialIntelligence.ro** on November 18, 2025

Shareholding Structure

based on holdings as of December 10, 2025*
* the reference date for the EGM convened for December 22 (23), 2025



As of November 17, 2025, the date of the announcement of the convening the extraordinary general meeting (EGM) of shareholders for December 22 (23), 2025, and as of December 10, 2025, the reference date for the EGM, Lion Capital S.A. has a **share capital of RON 50,751,005.60**, divided into **507,510,056 shares**, corresponding to **507,510,056 voting rights**. The **1,100,000 treasury shares** have their voting rights suspended, pursuant to art. 105, par. (2) of Law no. 31/1990.

Quorum Requirements

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

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

Agenda items of the EGM
requiring Lion Capital shareholders' approval

Item 1

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

Approval of the election of the commission for counting the votes cast by the shareholders on the items 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



Approval of the implementation by the Company of a share buyback program (“Program 10”), in compliance with the applicable legal provisions and with the following main characteristics:

(i) Under Program 10, the Company will repurchase its own shares for the following purposes:

- Share capital reduction. The reduction of the Company’s share capital will be approved by the Extraordinary General Meeting of Shareholders, which may approve one or more share capital reduction operations as shares are repurchased;
- Allocation free of charge to the Company’s management (board members, executive directors) and/or employees under programs of “Stock Option Plan” (SOP) type, based on the performance criteria to be established by the Board of Directors for each SOP programs it approves.

Item 3



The Board of Directors is authorised to take all necessary measures to determine the criteria and allocation mechanism for distributing the repurchased shares between the two purposes, namely the reduction of the Company's share capital and the free allocation to the Company's management and/or employees.

- (ii) The maximum number of shares that may be repurchased: **up to 50,700,250 shares;**
- (iii) The minimum price per share: **RON 0.1;**
- (iv) The maximum price per share: **RON 10.3075;**
- (v) Duration of Program 10: a maximum of **18 months** after publication of the resolution in the Official Gazette of Romania, Part IV;
- (vi) The shares purchased under the Program 10 will be paid from sources permitted by law.

Item 3



Besides its main characteristics, Program 10 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 10 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 10, the Board of Directors is empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.

Item 4

Approval of **January 16, 2026**, as the **registration date (January 15, 2026, as ex date)** for the identification of the shareholders in respect of whom the resolutions adopted by the EGM will produce effects, in accordance with the provisions of Article 87 par. (1) of Law no. 24/2017 and of ASF Regulation no. 5/2018.

Item 4

According to **Law no. 24/2017**, the General Meeting of Shareholders (GMS) sets the **registration date**, which is the calendar date used to identify the shareholders entitled to dividends or other rights and on whom the resolutions of the General Meeting of Shareholders shall have an impact.

This date must be set at least 10 business days after the GMS date.

According to **ASF Regulation no. 5/2018**, the registration date must be explicitly stated in the GMS resolution (dd/mm/yyyy) and applies to resolutions concerning corporate events.

The **ex-date** is defined by **ASF Regulation no. 5/2018** as the date preceding the registration date by one settlement cycle less one business day, from which date the financial instruments subject to decisions made by the corporate bodies are traded without the rights arising from that decisions.

The ex-date is calculated by taking regard of the settlement cycle of T+2 business days.

Voting Result

Announcing the results of votes cast by shareholders



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