



LION CAPITAL

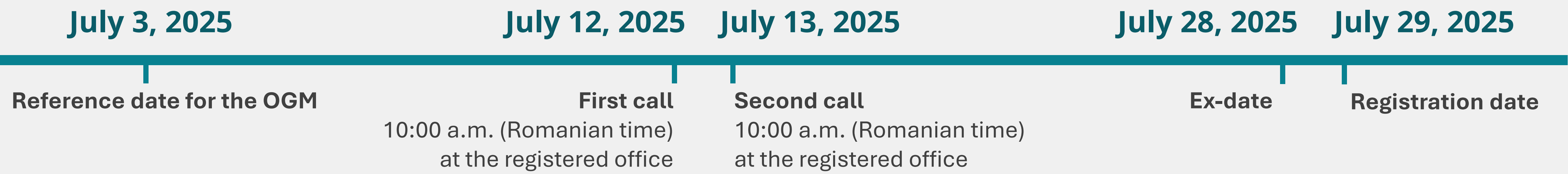
**ORDINARY GENERAL
MEETING OF SHAREHOLDERS**

— ARAD July 12 (13), 2025 —

Schedule of the meeting

- **PROCEDURAL MATTERS**
Publicity of the Convening Notice for the OGM,
quorum conditions, voting options,
shareholding structure as of the reference date
- **OGM AGENDA**
Items on the OGM agenda subject to Lion
Capital shareholders approval
- **VOTING RESULT**
Announcing the results of votes cast by
shareholders

ORDINARY GENERAL MEETING OF SHAREHOLDERS



Publicity of the Convening Notice

The Convening Notice for the OGM was

COMMUNICATED

on June 10, 2025, to the **Financial Supervisory Authority** (“ASF”) - Sector of Financial instruments and Investments, and the **Bucharest Stock Exchange** (BVB)

POSTED

on June 10, 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. 2662 / June 11, 2025
- in the local on-line publication **www.aradon.ro** on June 11, 2025
- on the on-line publication **www.FinancialIntelligence.ro** on June 11, 2025

Shareholding Structure

based on holdings as of July 3, 2025*

* the reference date for the OGM convened for July 12 (13), 2025



■ **39.74%**

Romanian individuals
(5,731,675 shareholders)

■ **45.15%**

Romanian legal entities
(105 shareholders)

■ **1.31%**

non-resident individuals
(2,161 shareholders)

■ **13.80%**

non-resident legal entities
(12 shareholders)

As of July 3, 2025, the reference date for the ordinary general meeting of shareholders (OGM) convened for July 12 (13), 2025, 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**.

Quorum Requirements

Article 6 of Lion Capital's Articles of Association:

paragraph (16) “For the validity of the deliberations of the ordinary general meeting, the presence of shareholders holding at least a quarter of the total number of voting rights is required. The decisions of the ordinary general meeting are taken with the majority of the votes cast.”

paragraph (17) “If the conditions for validity are not met, a second convening of the meeting will take place, it being able to deliberate on the issues on the agenda regardless of the share of capital represented by the present shareholders, the decisions being taken by majority.”

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.

OGM Agenda

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

Item 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.

Item 2

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

Item 3



Appointment of the financial auditor, determination of the duration of the financial audit contract, and authorization of the Board of Directors to negotiate and conclude the audit contract.

Item 3



Shareholders' Meeting authority under Law 31/1990

- appointment/removal of the financial auditor and setting the term of the contract

Applicable legal framework

- Regulation (EU) 537/2014 and Directive 2014/56/EU
- Law no. 162/2017 on statutory audit
- ASF Regulation no. 13/2019 (as amended by ASF Regulation no. 19/2024)
- Law no. 31/1990 on trading companies

Audit mandate duration

- maximum of 5 consecutive years
- extension for up to an additional 5 years, with ASF notification
- justified notification to be submitted 6 months prior to mandate expiration

Item 3



Current Mandate: Deloitte Audit SRL

- appointed as financial auditor for 2019–2023 FY
 - by OGM resolutions dated June 20, 2019, and October 11, 2021
- mandate extended in 2023 for 2024–2025 FY
 - by OGM resolution dated October 26, 2023

Contract validity conditions

- contracts must be signed by October 31
- effective date: January 1 of the following year

Item 3



Auditor selection for 2026 – 2028 FY

Process conducted by the Audit Committee

- invitations sent to internationally recognized audit firms authorized by ASF
- mandatory requirements:
 - information about the firm and key audit partner
 - legal documents (certifications, criminal record, declarations, insurance)
 - financial offer (separate/consolidated audit, additional services)

Evaluation criteria:

- relevant experience in the fund industry
- quality and approach of the audit process
- independence, communication, use of technology
- cost-effective terms for Lion Capital

Item 3



Audit Committee Recommendation: Deloitte Audit SRL

Rationale

- high-quality services
- professional approach
- competitive offer

Lion Capital's Board of Directors

- approved the recommendation
- included Deloitte Audit S.R.L. on the voting ballot for the OGM of July 12 (13), 2025
- will notify ASF in accordance with ASF Norm no. 13/2019

Appointing Deloitte Audit S.R.L. as statutory auditor would extend the current mandate by up to 3 (three) years.

Item 3



Resolution submitted for the approval of OGM on item 3 on the agenda

Approval of the appointment of Deloitte Audit S.R.L. as financial auditor, extending the existing mandate for a period of 3 (three) years, and authorizes the Board of Directors to negotiate and conclude the audit contract for the audit of separate and consolidated financial statements for the financial years ending December 31, 2026, December 31, 2027, and December 31, 2028.

Item 4



Approval of **July 29, 2025**, as **Registration Date (July 28, 2025, as Ex-Date)** in accordance with the provisions of Art. 87 par. 1 of Law no. 24/2017 and 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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