



LION CAPITAL

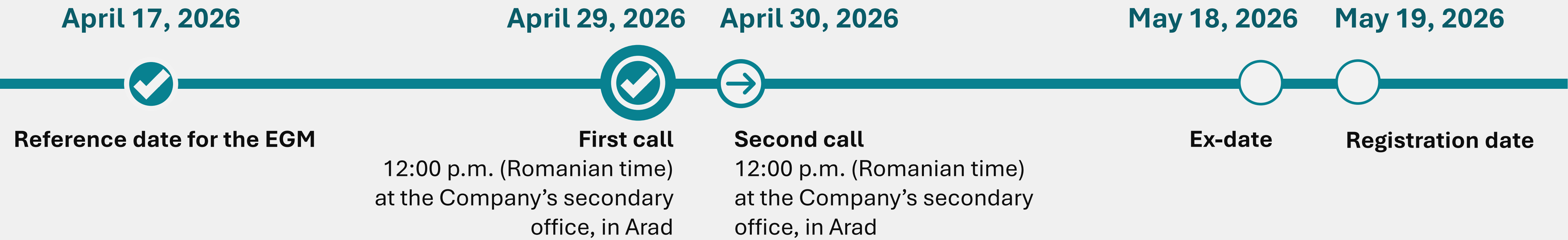
**EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS**

— ARAD April 29 (30), 2026 —

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

EGM Key Dates



Publicity of the Convening Notice

The Convening Notice for the EGM was

COMMUNICATED

on March 25, 2026, to the **Financial Supervisory Authority** (“ASF”) - Sector of Financial instruments and Investments, and the **Bucharest Stock Exchange** (BVB)

POSTED

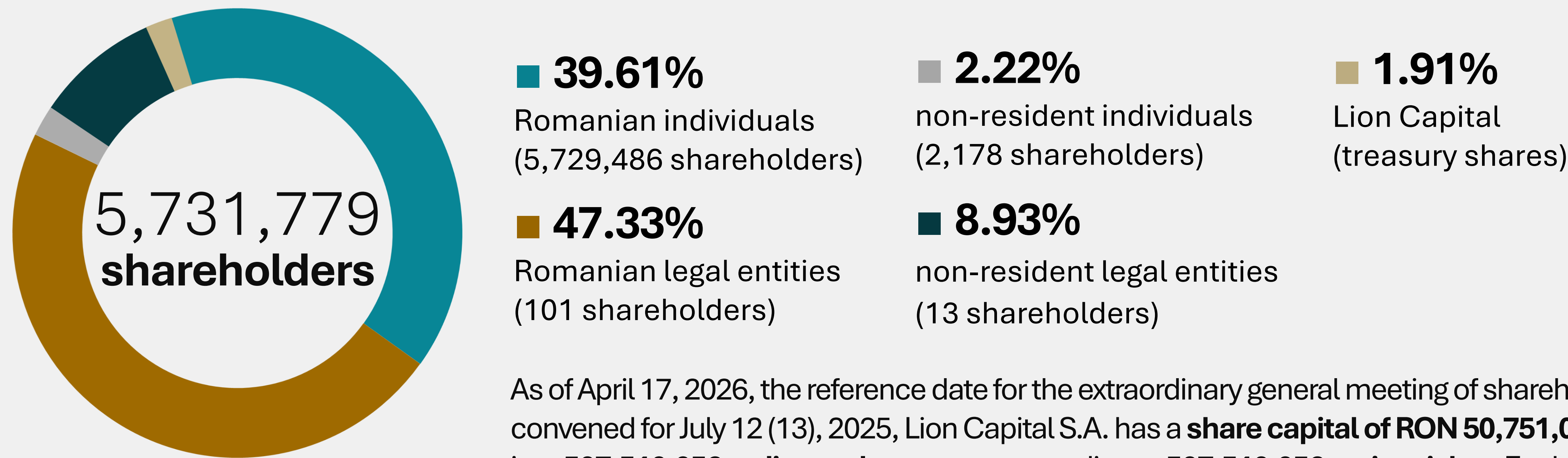
on March 25, 2026, on the website of Bucharest Stock Exchange (**www.bvb.ro**) and on Company’s website (**www.lion-capital.ro**)

PUBLISHED

- **in the Official Gazette of Romania**, part IV, no. 1869 / March 27, 2026
- on the on-line publication **www.FinancialIntelligence.ro** on March 26, 2026
- on the on-line publication **www.aradon.ro** on March 26, 2026

Shareholding Structure

based on holdings as of April 17, 2026*
* the reference date for the EGM convened for April 29 (30), 2026



As of April 17, 2026, the reference date for the extraordinary general meeting of shareholders (EGM) 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 ordinary shares**, corresponding to **507,510,056 voting rights**. Each ordinary share carries the right to one vote at the General Meeting of Shareholders. The 9,711,305 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 secondary office, 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 secondary office.

Item 3



Approval of the conclusion by Lion Capital S.A., during the 2026 financial year, of legal acts involving the acquisition, disposal, exchange, or creation of guarantees over assets classified as non-current assets of Lion Capital S.A., whose value exceeds, individually or cumulatively, during the financial year ending on December 31, 2026, 20% of the total non-current assets, less non-current receivables (...).

Item 3



Proposal to authorize the Board of Directors and executive management to conclude, during the 2026 financial year, legal acts involving: acquisition, disposal, exchange, creation of guarantees over non-current assets (excluding receivables), up to a maximum of 50% of their total value (vs. current threshold: 20%).

Legal and Statutory Framework

- Law No. 31/1990 on trading companies
- Law No. 24/2017 (republished) – Article 91 (1)
- Lion Capital's Articles of Association – Article 7 par. (12) (h)

Transactions exceeding **20%** of total non-current assets (excluding receivables) **require prior approval by the EGM**

Item 3



Rationale for the proposal

- current **20% threshold** (as of 31.12.2025): **RON 1,032m** out of total non-current assets (excluding receivables) of **RON 5,158m**
- transactions carried out by 28.02.2026: **RON 329.6m** ($\approx 6.4\%$ of total non-current assets, excluding receivables)

Maintaining the 20% threshold may

- restrict efficient portfolio management
- limit the ability to respond promptly to opportunities
- weaken the implementation of the investment strategy

Proposed increase to 50% of non-current assets (excluding receivables) for 2026

- maximum cumulative transaction limit: **RON 2,579m**
- decisions will be based on market opportunities and the approved investment strategy
- this does not guarantee any transactions, it ensures operational flexibility

Item 4



Approval of Amendments to the Articles of Association of Lion Capital

The proposed amendments to the Articles of Association submitted for approval by the Extraordinary General Meeting of Shareholders (EGM) concern, in substance, the following matters:

1. Amendment and revision of certain provisions of the Articles of Association consequent upon changes to the applicable regulatory framework, with a view to aligning those provisions with the new applicable statutory requirements, in particular with regard to the new statutory deadlines for the reporting and approval of annual financial statements.

Item 4



2. Amendment and supplementation of certain provisions of the Articles of Association addressing strictly organisational matters, (the possibility for the Chairman of the Board of Directors to also hold the office of Chief Executive Officer, and the representation of the Company by its executive directors within the limits of authority established by the Articles of Association and internal regulations), as well as provisions concerning the powers of certain corporate bodies (the Extraordinary General Meeting of Shareholders, the powers delegated by the Extraordinary General Meeting to the Board of Directors, etc.).

3. Supplementation of Article 6, paragraph (17), to expressly provide, in accordance with the law, that resolutions are adopted by the Ordinary General Meeting of Shareholders at a second call, by a simple majority of the votes cast.

Item 4



4. Amendment and supplementation of Article 7, paragraph (18), to the effect that directors (administrators) may be removed at any time by the Ordinary General Meeting of Shareholders and that, in the event of removal without just cause, the director concerned shall be entitled to compensation in accordance with the provisions of the management agreement entered into between that director and the Company. Approval of the standard form of the management agreement to be concluded between the directors and the Company is the subject of item 10 on the agenda of the Ordinary General Meeting of Shareholders convened for April 29 (30), 2026.

Item 5

Approval of **May 19, 2026**, as **registration date** (**May 18, 2026**, 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 5

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



Contact

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