

CURRENT REPORT

according to Regulation no. 5/2018
and Law no. 24/2017 on issuers of financial instruments and market operations

Report date: April 27, 2023

Issuer **Lion Capital S.A.** | Registered office **35A Calea Victoriei, Arad 310158, Romania** | Phone **+40257 304 438** | Fax **+40257 250 165** | Webpage **www.lion-capital.ro** | Email **office@lion-capital.ro** | Tax Identification Code **RO2761040** | Trade Register Number **J02 / 1898 / 02.09.1992** | Number In ASF AFIAA Register **PJR07.1AFIAA / 020007 / 09.03.2018** Number In ASF FIAIR Register **PJR09FIAIR / 020004 / 01.07.2021** | Legal Entity Identifier (LEI) **254900GAQ2XT8DPA7274** | Subscribed and paid-up share capital **RON 50,751,005.60** | Regulated market on which the issued securities are traded: **Bucharest Stock Exchange (BVB) Premium category (symbol: SIF1)**

Important event to be reported:

Resolutions of the Extraordinary General Meeting of Shareholders of April 27, 2023

The extraordinary general meeting of shareholders of the **company Lion Capital S.A.** (the new corporate name since March 24, 2023, of the company Societatea de Investiții Financiare Banat-Crișana), 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 27, 2023 starting with 12:00 hours (Romanian time), at the first call (hereinafter referred to as "**EGM**"),

Considering:

- The Convening Notice submitted on March 23, 2023, 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. 1400 of March 24, 2023; in the local newspaper *Jurnal Arădean* no. 9291 of March 27, 2023, on the on-line publication www.FinancialIntelligence.ro on March 24, 2023, on company's website, (www.sif1.ro), and on the website of Bucharest Stock Exchange on March 23, 2023,
- 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, republished, with subsequent amendments and completions,
- Financial Supervisory Authority (ASF) Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and completions,

Decided upon the topics on the EGM Agenda as follows:

Resolution no. 1

With the direct participation, by representative or by correspondence of the shareholders holding 237,157,193 shares, representing 46.82% of the total voting rights, with the votes "*for*" of the shareholders representing 80.57% of the votes cast, **approves the election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviș, 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.**

Resolution no. 2

With the direct participation, by representative or by correspondence of the shareholders holding 237,157,193 shares, representing 46.82% of the total voting rights, with the votes "*for*" of the shareholders

representing 80.57% of the votes cast, **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 Riviș, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.**

Resolution no. 3

With the direct participation, by representative or by correspondence of the shareholders holding 237,157,193 shares, representing 46.82% of the total voting rights, with the votes "for" of the shareholders representing 79.05% of the votes cast, **approves the amendments to the Company's Articles of Association, as follows:**

- art. 6 par (6) is amended and shall read as follows:

The General Meeting of Shareholders shall empower the Board of Directors to buyback the shares of Lion Capital S.A. at the prices set by the Board of Directors, in accordance with the applicable legal regulations and within the limits approved by the general meeting of shareholders.

- art. 7 par. (5) is amended and shall read as follows:

The Board of Directors elects a chairman and a vice-chairman from among its members. The Chairman of the Board of Directors will also perform the function of CEO (chief executive officer) of the company. The Vice-Chairman of the Board of Directors may also perform the function of Deputy General Director.

- art. 7 par. (14) is amended and shall read as follows:

The Board of Directors delegates the management of the Company to the directors, at the same time determining their remuneration, within the general limits approved by the General Meeting of Shareholders. The directors of the company shall meet the minimum requirements regarding integrity, qualification and professional experience provided by the applicable regulations and legal provisions in force. The duties and powers of decision and signature, as well as the way of organizing the activities of the directors, are provided in the internal regulations of the Company, approved by the Board of Directors.

- art. 7 par. (15) is amended and shall read as follows:

The Chairman-CEO or, in his/her absence, the vice-chairman, if he/she holds the position of deputy general director or, in the absence of the latter, the other directors to whom management has been delegated, represents the company in relations with third parties, within the limits of the duties and powers provided by the internal regulations of the Company and the powers of decision and signature, approved by the Board of Directors.

Resolution no. 4

With the direct participation, by representative or by correspondence of the shareholders holding 237,157,193 shares, representing 46.82% of the total voting rights, with the votes "for" of the shareholders representing 77.26% of the votes cast, **approves the execution of a buyback program ("Program 7") in compliance with applicable legal provisions and having the following main features:**

- (i) The purpose of Program 7: The Company will repurchase shares under the Program 7 for the distribution free of charge to members of the Company's management (administrators, executive directors) in order to build their loyalty and to reward their activity in the Company, according to performance criteria to be determined by the Board of Directors.**
- (ii) The maximum number of shares that may be repurchased: 990,000 shares at most;**
- (iii) The minimum price per share: RON 0.1;**
- (iv) The maximum price per share: RON 6.5747;**
- (v) Duration of Program 7: 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 7 will be paid from sources permitted by law.**

Besides its main characteristics, Program 7 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 7 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 7, the Board will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.

Resolution no. 5

With the direct participation, by representative or by correspondence of the shareholders holding 237,157,193 shares, representing 46.82% of the total voting rights, with the votes "for" of the shareholders representing 75.08% of the votes cast, **approves the use of the shares purchased under Buyback Program 7 for their distribution free of charge to 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.**

Resolution no. 6

With the direct participation, by representative or by correspondence of the shareholders holding 237,157,193 shares, representing 46.82% of the total voting rights, with the votes "for" of the shareholders representing 100% of the votes cast, **approves the date of May 23, 2023, as registration date (May 22, 2023, 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.**

Bogdan-Alexandru Drăgoi

Chairman of the Board of Directors and CEO

Compliance Officer, Eugen Cristea