

## CURRENT REPORT

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

Report Date: March 25, 2024

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: LION)**

Important event to be reported:

## Convening Notice for the Ordinary General Meeting and the Extraordinary General Meeting of Lion Capital Shareholders of April 29 (30), 2024

*The following is an English translation of the Convening Notice for the Ordinary and the Extraordinary General Meeting of Lion Capital's Shareholders. The company provides this translation for shareholders' reference and convenience. If the English version of this Convening Notice differs from the Romanian version, the latter prevails.*

The Board of Directors of Lion Capital S.A. (hereinafter "Lion Capital" or "the Company"), registered with the Trade Register Office attached to the Tribunal of Arad under number Arad J02/1898/1992, in the ASF AFIAA Register under number PJR07.1AFIAA / 020007 / 09.03.2018 and in the ASF FIAIR Register under number PJR09FIAIR / 020004 / 01.07.2021, having the Unique Registration Code 2761040, and the subscribed and paid-up share capital of RON 50,751,005.60, gathered in the meeting held on March 22, 2024, convenes, pursuant to art. 117 of Law no. 31/1990, **the ordinary general meeting of shareholders (OGM)** for April 29, 2024, at 10:00 hours, and **the extraordinary general meeting of shareholders (EGM)** for April 29, 2024, at 12:00 hours, at the company's headquarters in Arad, 35A Calea Victoriei.

Should the conditions for validity are not met on the first call, **the ordinary general meeting of shareholders (OGM)** is convened for April 30, 2024, at 10:00, and **the extraordinary general meeting of shareholders (EGM)** for April 30, 2024, at 12:00 hours, with the same agenda and at the same venue.

Company's share capital consists of 507,510,056 registered shares, with a nominal value of RON 0.10, dematerialized and indivisible, each share granting the right to one vote in the general meeting of shareholders, except for the shares for which the voting right is suspended, as per the applicable legal provisions.

Only the persons registered as shareholders of the Company in the register of shareholders kept by Depozitarul Central S.A. at the end of office on April 17, 2024 (considered as the reference date) have the right to participate and vote at the general meeting of shareholders.

### The ordinary general meeting of shareholders will have the following topics on the agenda:

1. 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.
2. Election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the ordinary general meeting of shareholders, consisting of Laurentiu Riviş, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.
3. Approval of the separate financial statements for the financial year 2023, based on the discussions and the reports presented by the Board of Directors and the financial auditor, including Lion Capital's remuneration report for 2023, as per the provisions of art. 107, par. (6) of Law no. 24/2017, republished, annex to the annual report of the Board of Directors.

4. Approval of the distribution of the net profit for 2023, amounting to RON 417,255,132, to Other reserves, as own financing sources.
5. Approval of the consolidated financial statements for the year ended on December 31, 2023, based on the discussions and the reports presented by the Board of Directors and the financial auditor.
6. Approval of the discharge of liability of the members of the Board of Directors for their activity in the financial year 2023.
7. Approval of the Income and Expenses Budget and the Activity Program for the year 2024.
8. Approval of the remuneration due to the members of the Board of Directors for the financial year 2024.
9. Approval of the general limits of all additional remunerations for the Board of Directors the general limits of directors' remuneration for the financial year 2024.
10. 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.

**The extraordinary general meeting of shareholders will have the following topics on the agenda:**

1. 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.
2. Election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the extraordinary general meeting of shareholders, consisting of Laurentiu Riviş, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.
3. Approval of Company's carrying out a buyback program ("Program 8") to be executed in compliance with applicable legal provisions and having the following main features:
  - (i) The purpose of Program 8: The Company will repurchase shares under 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: up to 1,500,000 shares;
  - (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 purchased under the Program 8 will be paid from sources permitted by law.

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 above-mentioned requirements.

4. Approval of using 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 law. 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.
5. 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.

Pursuant to the provisions of Article 117<sup>^</sup>1, paragraph (1) of Law no. 31/1990, of Art. 105 par. (3) of Law no. 24/2017 and of Art. 189 of ASF Regulation no. 5/2018, one or several shareholders representing, individually or jointly, at least 5% of the Company's share capital, may request the Company's Board of Directors the introduction of additional topics on the agenda of the OGM/EGM and/or the presentation of draft resolutions for the topics included or proposed to be included on the agenda of the OGM/EGM, provided that:

(i). In case of natural persons shareholders, the requests must be accompanied by copies of the shareholders' identity documents and the statement attesting the shareholder's capacity and the numbers of shares held, issued by Depozitarul Central SA or, where appropriate, by the intermediaries defined under art. 2, par. (1) pt. 19 of Law no. 24/2017, providing custodian services;

(ii). In the case of legal persons shareholders, their requests must be accompanied by:

- the original or a true copy of the findings certificate issued by the Trade Register (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than 3 months as from the date of the publication of the general meeting's convening notice, allowing the identification thereof in the Company's registry of shareholders kept by Depozitarul Central SA;
- the capacity of legal representative shall be proven with the document attesting the record of the information concerning the legal representative at Depozitarul Central, issued by Depozitarul Central or, such is the case, by the intermediaries defined as per Art. 2, par. (1) pt. 19 of Law no. 24/2017, providing custodian services.

If the shareholders' registry does not contain data on the matter of the capacity as legal representative, then this capacity is proven by means of a findings certificate issued by the Trade Register, presented in original or a true copy thereof, or any other document in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, the document being no older than 3 months as from the date of the publication of the general meeting's convening notice, attesting the capacity of legal representative;

- the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English, performed by a certified translator.
- the statement attesting the shareholder's capacity and the number of shares held, issued by Depozitarul Central SA or, where appropriate, by the intermediaries defined under art. 2, par. (1) pt. 19 of Law no. 24/2017, providing custodian services.

(iii). Are accompanied by a justification and/or a draft resolution proposed for adoption.

(iv). Are sent and registered at the Company's headquarters in Arad, 35A Calea Victoriei, by electronic means, with an attached extended electronic signature, or by any type of courier service, with proof of delivery, by no later than April 10, 2024, 16:00 hours, in original, signed and, if the case, stamped by the shareholders or shareholders' legal representative.

Shareholders have the right to submit questions to the Company concerning the topics on the Agenda of OGM/EGM in writing form sent and registered at the Company's headquarters in Arad, 35A Calea Victoriei, by electronic means, with an attached extended electronic signature, or by any type of courier service, with proof of delivery, no later than April 22, 2024, 16:00 hours, in original, signed and, if the case, stamped by the shareholders or their legal representatives. The requirements set out above for proving the shareholder quality, respectively of the quality of legal representative of the shareholders requesting the inclusion of additional topics on the agenda of the OGM/EGM, are also properly applied to the shareholders who ask questions about the topics on the agenda of the general meeting. The company may provide an answer by formulating a general response for the questions having the same content, during the general meeting and by posting the response on its website in the "Frequently Asked Questions" section if the requested information is of public information nature, it is not found in the informative materials for the agenda of the general meeting or in the periodical reports of the company, and do not interfere with the Company's commercial interests.

Shareholders may exercise their voting right directly, through a representative, or by correspondence.

Shareholders entitled to attend the shareholders' general meeting are allowed the access after proving their identity, in the case of natural persons by presenting the identity card or, in the case of shareholders legal entities, and natural persons shareholders that are represented, by presenting the empowerment given to the individuals they are represented by, observing the applicable laws in the matter, the provisions of this convening notice and the procedures approved by the company's Board of Directors.

In the case of shareholders that are legal entities or bodies without legal personality (unincorporated entities), the capacity of legal representative is ascertained from the shareholders' list as at the reference date issued by Depozitarul Central SA. However, if the shareholders' registry as at the reference has no data reflecting

the legal representative capacity, then this capacity is proven by means of a findings certificate issued by the Trade Register, presented in original or a true copy thereof, or any other document, presented in original or a true copy thereof, issued by a competent authority of the state where the shareholder is duly incorporated, attesting the capacity of legal representative.

The documents attesting the capacity of legal representative of the shareholders legal entities have to be issued no more than 3 months before the date of the publication of the convening notice for the shareholders' general meeting.

The documents attesting the legal representative capacity prepared in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator.

Shareholders lacking legal capacity as well as legal entities may be represented by their legal representatives, which in their turn may appoint others by a proxy (empowerment).

Shareholders may be represented in the general meeting by other persons, under a special empowerment or a general empowerment.

For this type of voting the special empowerment forms (in Romanian or English) must be used, compliant to the provisions of applicable legislation, made available by the company's Board of Directors, or a general empowerment drawn up pursuant to the provisions of Law no. 24/2017 and ASF Regulation no. 5/2018. Shareholders legal entities or entities without legal personality (unincorporated entities) participating in the general meeting by someone other than their legal representative must use a special empowerment or a general empowerment, complying with the above stated requirements.

The special empowerment forms will be available in Romanian and English the latest starting with March 29, 2024, at the company's headquarters, the company's branch office at the addresses presented herein, and on company's website, [www.lion-capital.ro](http://www.lion-capital.ro).

Shareholders shall fill in and sign the special empowerment forms in three counterparts: one for the shareholder, one for the representative, and one for the company. The document for the company, filled in and signed by the shareholders shall be personally lodged or sent:

- by any type of courier service - the special empowerment form in original, accompanied by the necessary documents, to the Company's headquarters in Arad, 35A Calea Victoriei, so that it can be registered by the company no later than April 27, 2024, 10:00 hours, subject to losing the voting right in case of non-compliance.
- by e-mail - with extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at [aga@lion-capital.ro](mailto:aga@lion-capital.ro) no later than April 27, 2024, 10:00 hours, subject to losing the voting right in case of non-compliance.

The company will recognize a general empowerment to participate and vote in the general meeting of shareholders, given by a shareholder, as a client, to an intermediate as defined in Art. 2 par. (1) pt. 19 of Law no. 24/2017, or to a lawyer, without requesting additional documents concerning such shareholder, if the general empowerment complies with the provisions of Art. 205 of ASF Regulation no. 5/2018, it is signed by such shareholder and it is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer to whom it was granted the power of representation by the general empowerment, showing that:

- (i) the empowerment is granted by such shareholder, as a client, to their intermediary or, where appropriate, to the lawyer;
- (ii) the general empowerment is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit given by the legal representative of the intermediary or by the lawyer to whom it was granted the power of representation by empowerment must be filed with the company in original, signed and, where appropriate, stamped, together with the general empowerment form no later than 48 hours before the general meeting of shareholders (April 27, 2024, 10:00 hours), in case of its first use.

Shareholders may grant an empowerment generally valid for a period not exceeding three years, allowing the designated representative to vote on all matters discussed in the general meeting of shareholders provided that the general empowerment is being given by the shareholder, as a client, to an intermediary as defined in art. 2 par. (1) pt. 19 of Law no. 24/2017, or to a lawyer.

Shareholders may not be represented at the general meeting of shareholders, based on a general empowerment, by a person who is in a conflict of interest, pursuant to the provisions of art. 105 par. (15) of Law no. 24/2017.

General empowerment shall be filed with the Company 48 hours before the general meeting (no later than April 27, 2024, 10:00 hours), in copy, including the statement of compliance with the original, under the representative's signature.

Before filing the special or general empowerments, shareholders may notify the Company about the appointment of a representative, by sending an e-mail to [aga@lion-capital.ro](mailto:aga@lion-capital.ro).

Shareholders have the option to vote by correspondence prior to the general meeting of shareholders, by using the correspondence voting forms provided by the company.

The correspondence voting forms will be available in Romanian and English, starting with March 29, 2024, at company's headquarters, company's branch office, at the addresses presented herein and on company's website, [www.lion-capital.ro](http://www.lion-capital.ro).

Subject to losing the voting right in case of non-compliance, the ballots for the vote by correspondence duly filled in and signed by the shareholders, together with all accompanying documents, shall be sent to company's headquarters in Arad, 35A Calea Victoriei, to be registered no later than April 27, 2024, 10:00 hours, either:

- by any courier service, the correspondence voting form in original, printed on paper;
- by e-mail - with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at [aga@lion-capital.ro](mailto:aga@lion-capital.ro).

To send the special empowerment forms, the correspondence voting forms and the accompanying documents by post or any type of courier services, the following requirements shall be observed:

- the special empowerment or the correspondence voting form, duly filled in and signed in the original by the shareholder, shall be inserted into an envelope writing on it clearly and with capital letters: "Special empowerment / correspondence voting form – name, surname / corporate name of the shareholder";
- the above-mentioned sealed envelope, together with the rest of the accompanying documents shall be sent to the Company in an envelope having clearly written with capital letters "PENTRU AGA" / "FOR GMS".

If a shareholder voted by sending a correspondence voting form, but then attends the general meeting either personally or through a representative, the vote cast by correspondence shall be annulled. In this case, only the direct vote or the vote expressed through the representative shall be taken into consideration.

If the person representing the shareholder by personal participation in the general meeting is other than the person which has cast his/her vote by correspondence, then for the validity of their vote, will present at the meeting a written revocation signed by the shareholder or by the representative who cast his vote by correspondence. This is not necessary if the shareholder or their legal representative is present at the general meeting.

The Board of Directors of the Company will provide a detailed procedure for the direct vote, the vote by special / general empowerment, and the procedure for voting by correspondence, and the documents necessary to be filed by the shareholders in order to exercise their vote in each manner. This mandatory procedure will be available for inspection at company's headquarters office, branch office and on company's website, starting with March 29, 2024.

Special/general empowerments (proxies) and correspondence voting forms that are not sent to the company within the term provided in the Convening Notice and that do not comply with the legal and statutory provisions, and the procedure established by the Board of Directors will be considered null and void.

The general meeting of shareholders will determine for each resolution adopted at least the number of shares for which valid votes were 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 decision and, if the case, the number of abstentions. As per Art. 6 par. (15) of the Company's Articles of Association, completing the voting form with the "abstain" option regarding any or even all of the topics on the agenda of the general meetings of shareholders represents a vote cast (expressed) on the respective topics on the agenda.



If a shareholder is represented by a credit institution providing custody services, this may vote in the general meeting of shareholders based on the voting instructions received by electronic means of communication, without the need for a special or general empowerment granted by the shareholder. The custodians shall vote in the general meeting of shareholders exclusively in accordance with, and within the limits of the instructions received from their clients as shareholders at the reference date. In such circumstances, to be able to participate and vote in the general meeting, the credit institution providing custody services files with the Company a statement on their own responsibility given by the legal representative of the credit institution, stating:

- i) in clear, the name of the shareholder on whose behalf the credit institution attends and votes in the general meeting of shareholders;
- ii) that the credit institution provides custody services for that shareholder;

Subject to losing the voting right, the voting documents together with all the accompanying documents shall be sent to the headquarters of the company in Arad, Calea Victoriei, nr. 35A to be registered until April 27, 2024, 10:00 hours, in original, by any courier service or by e-mail, at aga@lion-capital.ro, with embedded extended electronic signature as per Law no. 455/2001 on electronic signature.

In case there will be requests for the amendment of the agenda of the meeting and the agenda will be published in a revised form, the special empowerment forms and the correspondence voting forms will be updated and made available to shareholders beginning April 15, 2024.

Beginning with March 29, 2024, the informative materials for the topics on the agenda of the meetings, and the draft resolutions submitted for the approval of the general meeting, will be made available for the shareholders at Company's headquarters on working days between 14:00 and 16:00 hours.

All the informative materials for the general meeting will be available on Company's website [www.lion-capital.ro](http://www.lion-capital.ro), as well as at the headquarters office of Lion Capital S.A. in Arad, and company's branch office in Bucharest, at the following addresses:

- Headquarters, Arad, 35A Calea Victoriei, tel: +40257 304 438
- Bucharest branch, Sector 2, 46-48 S.V. Rahmaninov Street, 3rd floor, tel: +4021 311 16 47.

Chairman of the Board of Directors

**Bogdan-Alexandru Drăgoi**

Compliance Officer, Eugen Cristea