

CURRENT REPORT

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

Report Date: April 11, 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:

Amendment to the Agenda for the Ordinary General Meeting and Extraordinary General Meeting of Shareholders convened for April 29 (30), 2024

The Board of Directors of the company Lion Capital S.A., 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 April 11, 2024,

Pursuant to the provisions of Article 117[^]1, paragraph (1)-(3) of Law no. 31/1990 on trading companies, republished, with subsequent amendments and supplements, of Art. 105 par. (3)-(6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and supplements, and of Art. 189 of ASF Regulation no. 5/2018, and considering the requests for the amendment of the agenda of the Ordinary General Meeting and the Extraordinary General Meeting of Lion Capital's Shareholders of April 29 (30), 2024, formulated by the shareholder Blue Capital S.R.L., holding a stake of 8.6285% of company's share capital, by letters dated April 10, 2024, registered at Company's headquarters under no. 811/10.04.2024, and no. 812/10.04.2024,

Amends the agenda of the ordinary general meeting of shareholders convened for April 29 (30), 2024, at 10:00 hours, and the agenda of the extraordinary general meeting of shareholders convened for April 29 (30), 2024, at 12:00 hours, at company's headquarters in Arad, 35A Calea Victoriei, by the convening notice initially published in the Official Gazette of Romania, part IV, no. 1494 of March 26, 2024, in the local newspaper Jurnal Arădean no. 9539 of March 26, 2024, on the on-line publication www.FinancialIntelligence.ro on March 25, 2024, on Lion Capital's website (www.lion-capital.ro) and on the website of Bucharest Stock Exchange on March 25, 2024.

The amended agenda of the ordinary general meeting of shareholders is as follows:

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 2023 financial year, 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 allocation of the net profit for the financial year 2023, in one of the following two alternate options:

Option I (proposed by the Board of Directors): Approval of the allocation of the net profit for the financial year 2023, in the amount of RON 417,255,132, to Other reserves, as own funding sources;

Option II (proposed by the shareholder Blue Capital S.R.L.): Approval of the allocation of the net profit for the financial year 2023, in the amount of RON 417,255,132, as follows: RON 208,627,566 for Dividends, representing a gross dividend of RON 0.41 per share payable to shareholders as of the payment date of June 10, 2024, and RON 208,627,566 to Other reserves, as own funding 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 the 2023 financial year.
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 amended agenda of the extraordinary general meeting of shareholders is as follows:

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 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 the publication of the resolution 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 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. (Item proposed by the shareholder Blue Capital S.R.L.): Approval of Company's carrying out a buyback program ("the Program") to be executed in compliance with applicable legal provisions and having the following main features:

- (a) The purpose of the Program: the Company will repurchase shares in order to reduce its share capital, by cancelling the shares.
- (b) The maximum number of shares that may be repurchased: a maximum of 50,000,000 own shares (9.8520% of the share capital);
- (c) The minimum price per share: RON 0.1;
- (d) The maximum price per share: RON 8.2473;
- (e) Duration of Program: a maximum of 18 months after the publication of the resolution in the Official Gazette of Romania, Part IV;
- (f) The shares repurchased under the Program will be paid from sources permitted by law, namely distributable profit, or available reserves of the Company, as recorded in the latest approved annual financial statements, excluding legal reserves, according to the financial statements for 2023, complying with the provisions of art. 103 par. 1 letter d) of Law no. 31/1990 on trading companies, republished and amended.

The share buyback program can bring benefits to both shareholders who will sell during the buyback operations initiated by the Company, as well as to those who choose to further remain shareholders.

Besides its main features, the Program will also include other requirements imposed by law that are not listed above. The acquisition of shares under the Program will be carried out through all market operations permitted by law for the acquisition of a maximum of 50,000,000 own shares for the purpose of reducing the share capital, which may include public tender offers initiated by the Company, in compliance with the legal provisions. For the implementation of the Program, the Board of Directors will be empowered to adopt all necessary measures and fulfil all required formalities, in compliance with the aforementioned requirements.

6. 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 other provisions of the Convening Notice for the ordinary general meeting and the extraordinary general meeting of shareholders of April 29 (30), 2024, initially published in the Official Gazette of Romania, part IV, no. 1494 of March 26, 2024, in the local newspaper Jurnal Arădean no. 9539 of March 26, 2024, on the on-line publication www.FinancialIntelligence.ro on March 25, 2024, on Lion Capital's website (www.lion-capital.ro), and on the website of Bucharest Stock Exchange on March 25, 2024, including those provisions stating that marking the voting form with the option "abstain" regarding any or even all items listed on the agenda of the general meetings of shareholders constitutes a vote expressed on those respective agenda items, remain unchanged.

Vice-Chairman of the Board of Directors
Radu-Răzvan STRĂUȚ

Compliance Officer, Eugen Cristea