

CURRENT REPORT

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

Report Date: April 29, 2026

Issuer **Lion Capital S.A.** • Registered Office **46-48 Serghei Vasilevici Rahmaninov Str., 3rd floor, S2, 020199, Bucharest, Romania** • Phone **+4021 311 1647** • Fax **+4021 314 4487** • Webpage **www.lion-capital.ro** • Email **office@lion-capital.ro** • Tax Identification Code **RO2761040** • Trade Register Number **J1992001898023** • 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:

Resolutions of the Extraordinary General Meeting of Shareholders of April 29, 2026

The Extraordinary General Meeting of Shareholders of the company **Lion Capital S.A.**, established and operating in accordance with Romanian law, (hereinafter referred to as "**Lion Capital**" or "**the Company**"), having the registered office in Bucharest, 46-48 S. V. Rahmaninov Str., 3rd floor, registered with the Trade Register Office attached to the Tribunal of Bucharest under number J1992001898023, with number in ASF Register PJR07.1AFIAA/020007/09.03.2018 and PJR09FIAIR/020004/01.07.2021, having the Unique Registration Code 2761040, with the subscribed and paid-up share capital of RON 50,751,005.60, gathered in the meeting held on April 29, 2026 starting with 12:00 hours (Romanian time), at the Company's secondary office in Arad, 35A Calea Victoriei, at the first call (hereinafter referred to as "**EGM**"),

Considering:

- The Convening Notice submitted on March 25, 2026, 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. 1869 of March 27, 2026; on the on-line publications www.aradon.ro and www.FinancialIntelligence.ro on March 26, 2025, on company's website, (www.lion-capital.ro), and on the website of Bucharest Stock Exchange on March 25, 2025,
- 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,

In compliance with the quorum and majority requirements set out by law and the Articles of Association, the Extraordinary General Meeting of Shareholders adopted the following resolutions:

Resolution no. 1

With the direct participation, by representative or by correspondence of the shareholders holding 266,241,023 shares, representing 53.48% of the total voting rights, with the votes "*for*" of the shareholders representing 80.92% of the votes held by the shareholders present or represented, **approves 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 Articles of Association 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 266,241,023 shares, representing 53.48% of the total voting rights, with the votes "*for*" of the shareholders representing 80.92% of the votes held by the shareholders present or represented, **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 Riviş, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the Company's secondary office.**

Resolution no. 3

With the direct participation, by representative or by correspondence of the shareholders holding 266,241,023 shares, representing 53.48% of the total voting rights, with the votes “for” of the shareholders representing 79.97% of the votes held by the shareholders present or represented, **approves the conclusion by Lion Capital S.A., during the 2026 financial year, of legal acts for the acquisition, disposal, exchange or creation of guarantees over assets classified as non-current assets of Lion Capital S.A., whose value, individually or cumulatively, during the financial year ending December 31, 2026, exceeds 20% of the total non-current assets, less non-current receivables, under the following conditions:**

- **The Board of Directors and/or the directors of Lion Capital S.A. are authorized that, acting discretionarily, based on available opportunities and relevant market conditions, to perform, in compliance with the powers and competencies set out in the Company’s internal regulations, any acts, deeds or actions that are useful, appropriate and/or necessary in relation to the acquisition, disposal, exchange or creation of guarantees over non-current assets of Lion Capital S.A., whose value, individually or cumulatively, during the financial year ending on December 31, 2026, exceeds 20% of the total non-current assets, less non-current receivables;**
- **The value of legal acts concerning the acquisition, disposal, exchange or creation of guarantees over assets classified as non-current assets, concluded by the Board of Directors and/or the directors of Lion Capital S.A. during the financial year ending on December 31, 2026, shall not exceed 50% of the total non-current assets, less non-current receivables, as reflected in the financial statements of Lion Capital S.A. as of December 31, 2025.**

Resolution no. 4

With the direct participation, by representative or by correspondence of the shareholders holding 266,241,023 shares, representing 53.48% of the total voting rights, with the votes “for” of the shareholders representing 79.97% of the votes held by the shareholders present or represented, **approves the amendments to the Company’s Articles of Association, as follows:**

- Art. 6 par. (3) is amended and shall read as follows:

“(3) Unless otherwise provided by law, the Ordinary General Meeting shall be held at least once a year, within no more than five months from the end of the financial year.”

- Art. 6 par. (7) is amended and shall read as follows:

“(7) The Extraordinary General Meeting shall be convened whenever required to adopt a resolution on:

- a) the increase of the share capital, which will be carried out in compliance with the legal provisions in force;*
- b) changing the company’s object of activity;*
- c) changing the legal form of the company and / or changing the form of administration, in accordance with the law;*
- d) moving the company’s headquarters;*
- e) mergers with other companies or the demerger of the Company;*
- f) reduction of the share capital or its replenishment by issuing new shares;*
- g) early dissolution of the Company;*
- h) conversion of shares from one category to another;*
- i) consolidation of the nominal value of the Company’s shares;*
- j) prolongation of the company’s duration;*
- k) bond issuance;*
- l) conversion of one category of bonds into another category or into shares;*
- m) the establishment or closure of secondary offices: branches, agencies, representative offices, places of business or other such units without legal personality, under the conditions provided by law*
- n) any other amendment of the Articles of Association or any other decision for which the approval of the extraordinary general meeting is required.”*

Art. 6 par. (8) is amended and shall read as follows:

“(8) The Extraordinary General Meeting has delegated to the Board of Directors the exercise of its powers with respect to:

- (a) the relocation (including the expansion or reduction) of the Company’s registered office;*
- (b) the increase of the share capital of the Company;*
- (c) the change the object of the company, except for the field and the main business of the company, which remain within the exclusive competence of the extraordinary general meeting;*
- (d) the establishment, or the dissolution of branches, agencies, representative offices, places of business or other units without legal personality, under the conditions provided by law.”*

Art. 6 par. (17) is amended and shall read as follows:

“(17) If the requirements of validity are not met, a second call of the meeting shall take place, this meeting having the authority to discuss the items on the agenda regardless of the share capital represented by the shareholders present, and resolutions shall be adopted by a majority of the votes cast.”

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

“(5) The Board of Directors elects a Chairman and a Vice-Chairman from among its members. The Chairman of the Board of Directors may also perform the duties of Chief Executive Officer (CEO) of the Company. The Vice-Chairman of the Board of Directors may also perform the duties of Deputy-CEO.”

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

“(15) The CEO or, in his/her absence, the Deputy-CEO or, in the absence of the latter as well, the other directors to whom management powers have been delegated, shall represent the Company in its relations with third parties, within the limits of the duties and powers set out in the Company’s internal regulations and of the powers of decision and signing approved by the Board of Directors.”

Art. 7 par. (18) is amended and shall read as follows:

“(18) Directors (administrators) may be removed at any time by the Ordinary General Meeting of Shareholders. Where such removal occurs without just cause, the director shall be entitled to compensation, in accordance with the provisions of the mandate agreement concluded between the respective director and the Company.”

Art. 8 par. (2) is amended and shall read as follows:

“(2) The audited annual financial statements, the annual report of the Board of Directors, the statements of the persons responsible within the Company regarding the annual financial-accounting position, as well as the proposal regarding the distribution of profit, shall be made available to shareholders by publication, in compliance with the applicable legal provisions, at least 30 days prior to the date of the General Meeting of Shareholders, but no later than four months after the end of each financial year, and shall be submitted for approval to the Ordinary General Meeting of Shareholders within the time limit provided under Art. 6 par. (3) of these Articles of Association.”

Resolution no. 5

With the direct participation, by representative or by correspondence of the shareholders holding 266,241,023 shares, representing 53.48% of the total voting rights, with the votes “for” of the shareholders representing 80.92% of the votes held by the shareholders present or represented, **approves the date 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.**

Chairman of the Board of Directors and CEO

Bogdan-Alexandru Drăgoi

Compliance Officer

Ilie Gavra