

CURRENT REPORT

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

Report Date: December 22, 2025

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 **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 December 22, 2025

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"**), headquartered in Arad, 35A Calea Victoriei, registered with the Trade Register Office attached to the Tribunal of Arad under number J1992001898023, 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 December 22, 2025 starting with 10:00 hours (Romanian time), at the first call (hereinafter referred to as **"EGM"**),

Considering:

- The Convening Notice for the EGM submitted on November 17, 2025, 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. 5565 of November 19, 2025, on the on-line publications www.aradon.ro and www.FinancialIntelligence.ro on November 18, 2025, on company's website, (www.lion-capital.ro), and on the website of Bucharest Stock Exchange on November 17, 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,

Decides upon the items on the EGM Agenda as follows:

Resolution no. 1

With the direct participation, by representative or by correspondence of the shareholders holding 224,065,842 shares, representing 44.25% of the total voting rights, with the votes **"for"** of the shareholders representing 99.93% 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 headquarters, 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 224,065,842 shares, representing 44.25% of the total voting rights, with the votes **"for"** of the shareholders representing 99.93% 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 items 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 headquarters.**

Resolution no. 3

With the direct participation, by representative or by correspondence of the shareholders holding 224,065,842 shares, representing 44.25% of the total voting rights, with the votes **"for"** of the shareholders representing 99.9% of the votes held by the shareholders present or represented, **approves the implementation by the Company of a share buyback**

program ("Program 10"), in compliance with the applicable legal provisions and having the following main characteristics:

(i) Under Program 10, the Company will repurchase its own shares for the following purposes:

- Share capital reduction. The reduction of the Company's share capital will be approved by the Extraordinary General Meeting of Shareholders, which may approve one or more share capital reduction operations as shares are repurchased;
- Allocation free of charge to the Company's management (board members, executive directors) and/or employees under programs of "Stock Option Plan" (SOP) type, based on the performance criteria to be established by the Board of Directors for each SOP programs it approves.

The Board of Directors is authorised to take all necessary measures to determine the criteria and allocation mechanism for distributing the repurchased shares between the two purposes, namely the reduction of the Company's share capital and the allocation free of charge to the Company's management and/or employees.

(ii) The maximum number of shares that may be repurchased: up to 50,700,250 shares;

(iii) The minimum price per share: RON 0.1;

(iv) The maximum price per share: RON 10.3075;

(v) Duration of Program 10: a maximum of 18 months after publication of the resolution in the Official Gazette of Romania, Part IV;

(vi) The shares purchased under the Program 10 will be paid from sources permitted by law.

Besides its main characteristics, Program 10 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 10 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 10, the Board of Directors is empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.

Resolution no. 4

With the direct participation, by representative or by correspondence of the shareholders holding 224,065,842 shares, representing 44.25% of the total voting rights, with the votes "for" of the shareholders representing 100% of the votes held by the shareholders present or represented, **approves the date of January 16, 2026, as registration date (January 15, 2026, as the ex date) for the identification of the shareholders in respect of whom the resolutions adopted by the EGM will produce effects, in accordance with the provisions of Article 87 par. (1) of Law no. 24/2017 and of ASF Regulation no. 5/2018.**

Bogdan-Alexandru Drăgoi

Chairman of the Board of Directors and CEO

Compliance Officer, Ilie Gavra