

**Informative material for  
ITEM 4 ON THE AGENDA OF THE INFINITY CAPITAL INVESTMENTS S.A. E.G.S.M.  
DATED 13/14.05.2026**

The resolution submitted for approval to the Extraordinary General Meeting of Shareholders (E.G.M.S.) under item 4 on the agenda is as follows:

*Approval of the reduction of the subscribed share capital of INFINITY CAPITAL INVESTMENTS S.A. from RON 39,000,000 to RON 35,985,443.30, through the cancellation of 30,145,567 treasury shares acquired by the Company following the public tender offer for the purchase of its own shares carried out during the period 09.03.2026–20.03.2026, in implementation of the share buyback program approved by the Extraordinary General Meeting of Shareholders on 01.10.2025.*

*Following the share capital reduction, the subscribed and paid-up share capital of INFINITY CAPITAL INVESTMENTS S.A. will amount to RON 35,985,443.30, divided into 359,854,433 shares with a nominal value of RON 0.10 per share.*

*Consequently, following the share capital reduction, the Company's Articles of Association shall be amended as follows:*

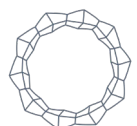
*Paragraph 1 of Article 4 of the Articles of Association shall be amended after the share capital reduction as follows:*

*"(1) The subscribed and paid-up share capital amounts to 35,985,443.30 lei."*

*Paragraph 1 of Article 5 of the Articles of Association shall be amended after the share capital reduction as follows:*

*"(1) The share capital is divided into 359,854,433 shares, each having a nominal value of 0.10 lei."*

*The reduction of the subscribed share capital is carried out pursuant to Article 207 paragraph (1) letter c) of the Romanian Companies Law no. 31/1990, republished, and shall become effective after the fulfilment of the legal requirements, namely: (i) publication of the Extraordinary General Meeting of Shareholders' resolution approving the share capital reduction in the Official Gazette of Romania, Part IV; (ii) approval of the amendments to Article 4 paragraph 1 and Article 5 paragraph 1 of the Company's Articles of Association by the Financial Supervisory Authority; (iii) registration of the Extraordinary General Meeting of Shareholders' resolution approving the share capital reduction with the Trade Registry.*



By Resolution no. 9/01.10.2025, published in the Official Gazette of Romania, Part IV, no. 4903 of 14.10.2025, the Extraordinary General Meeting of Shareholders of INFINITY CAPITAL INVESTMENTS S.A. approved the implementation of a share buyback program, in accordance with the applicable legislation, for a maximum number of 35,000,000 treasury shares.

The purpose of the program approved by the Resolution of the Extraordinary General Meeting of Shareholders of 01.10.2025 was the reduction of the share capital through the cancellation of shares, in accordance with the applicable legal provisions.

The Extraordinary General Meeting of Shareholders approved that the acquisition of shares under the Program may be carried out through all market operations permitted by law, which may also include public tender offers initiated by the Company, in compliance with the applicable legal provisions.

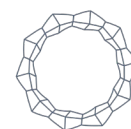
Furthermore, by the E.G.M.S. Resolutions no. 7 and 8 of 29.04.2025 (published in the Official Gazette of Romania, Part IV, no. 2182/14.05.2025), the Extraordinary General Meeting of Shareholders of INFINITY CAPITAL INVESTMENTS S.A. approved the implementation of a share buyback program, in accordance with the applicable legislation, for a maximum number of 2,000,000 shares, the purpose of the program being the free distribution of shares to the Company's administrators, directors and employees, with the aim of retaining them and rewarding their activity within the Company, based on performance criteria established by the Board of Directors.

In this context, during the meeting of the Board of Directors of INFINITY CAPITAL INVESTMENTS S.A. held on 19.02.2026, the free allocation of 1,857,750 shares to the Company's administrators, directors and employees was approved under a "Stock Option Plan 3".

By F.S.A. Decision no. 239/03.03.2026, the public tender offer for the purchase of shares issued by INFINITY CAPITAL INVESTMENTS S.A. was approved, having the following main characteristics:

- Number of shares subject to the offer: 36,857,750 shares, representing 9.4507% of the share capital;
- Nominal value: 0.10 lei/share;
- Purchase price: 4.00 lei/share;
- Offer period: 09.03.2026 – 20.03.2026.

During the public tender offer carried out between 09.03.2026 and 20.03.2026, a total of 32,003,317 shares were subscribed, representing 8.2060% of the share capital. Consequently, the allocation ratio established for the Offer was 1.



The share buyback operation produced the expected positive effects, including:

- increase in shareholder returns due to the anticipated rise in the market price following the implementation of the buyback program, with the share price rising from 3.70 lei/share (30 December 2025) to 4.01 lei/share (20 March 2026);
- increase in earnings per share after the reduction of the share capital, as a result of the decrease in the number of shares from 390,000,000 to 359,854,433;
- additional remuneration to shareholders.

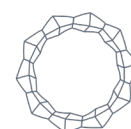
Through this buyback program, INFINITY CAPITAL INVESTMENTS S.A. absorbed a limited number of shares from the market, contributed to increased demand for INFINITY shares, positively affecting liquidity and reducing the discount at which the shares trade. Payment for the treasury shares acquired under the buyback program was made from the Company's own cash resources, primarily sourced from dividends received from companies in the portfolio of INFINITY CAPITAL INVESTMENTS S.A.

Following the public tender offer, INFINITY CAPITAL INVESTMENTS S.A. acquired 32,003,317 treasury shares (30,145,567 shares intended for cancellation under the share capital reduction, and 1,857,750 shares allocated under the Stock Option Plan 3), representing 8.2060% of the share capital. These shares do not entitle the Company to dividends and their voting rights are suspended for as long as they are held by the Company.

### ***Impact on the Company's equity as a result of the share capital reduction***

Following the completion of the public tender offer, the equity of INFINITY CAPITAL INVESTMENTS S.A. was adjusted by the amount allocated to the buyback program. The estimated accounting impact is as follows:

Indicator	Values
Price	4
Quantity	32,003,317
Value	128,013,268
Commissions, offer fees	1,631,529
Total cost	129,644,797
<b>Total impact on equity, of which:</b>	<b>129,644,797</b>
Own shares (ct. 109)	3,200,332
Losses related to the issue, redemption, sale, free transfer or cancellation of equity instruments (acc. 149)	126,444,465



INFINITY CAPITAL INVESTMENTS S.A. recorded the treasury shares repurchased on the transaction date in a dedicated equity account, as a deduction from equity, in accordance with Article 75 of F.S.A. Regulation no. 39/2015. The repurchased treasury shares were recorded at their acquisition cost, including transaction costs and other costs directly attributable to their purchase.

For the 30,145,567 shares acquired for the purpose of reducing the share capital of INFINITY CAPITAL INVESTMENTS S.A. (out of the total of 32,003,317 shares acquired under the buyback program), the Company's equity was reduced by the amount allocated to these shares, with the estimated accounting impact as follows:

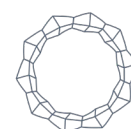
Indicator	Values
Price	4
Quantity	30,145,567
Value	120,582,268
Commissions, offer fees	1,536,821
Total cost	122,119,089
<b>Total impact on equity, of which:</b>	<b>122,119,089</b>
Own shares (ct. 109)	3,014,557
Losses related to the issue, redemption, sale, free transfer or cancellation of equity instruments (acc. 149)	119,104,532

On the date of recording the reduction of the share capital with the 30,145,567 repurchased treasury shares, only a reallocation between equity accounts is recognized, without any impact on the profit or loss account and without any additional reduction of equity (compared to the impact of the acquisition presented above).

Losses related to equity instruments are determined as the difference between the repurchase value of the equity instruments and their resale price, or, in the case of canceled treasury shares, between the repurchase value and their nominal value.

A negative equity element (negative reserve) arises upon the cancellation of shares acquired under the buyback program if the acquisition cost exceeds the nominal value. However, as mentioned above, this accounting entry does not generate any further reduction of equity.

The negative difference corresponding to the cancellation of treasury shares will only be recorded after all legal and regulatory requirements are fulfilled (*for example, obtaining approval from the Financial Supervisory Authority, registration with the*



*Trade Registry, and processing of the share capital reduction by the Central Depository).*

The negative difference resulting from the cancellation of the repurchased treasury shares will be covered, in accordance with the applicable legal provisions under Article 75(8) of F.S.A. Regulation no. 39/2015, from retained earnings or other equity components, in line with the resolution of the General Meeting of Shareholders.

For the implementation of the Program, the Board of Directors was authorized to take all necessary measures and complete all formalities required by law to execute the resolutions of the Extraordinary General Meeting of Shareholders (E.G.M.S.).

Given the purpose for which the shares were acquired under the buyback program, the Board of Directors of INFINITY CAPITAL INVESTMENTS S.A. proposes to the Extraordinary General Meeting of Shareholders the reduction of the share capital, in accordance with the proposal submitted under item 4 of the EGMS agenda.

*According to Article 113 letter g) of the Romanian Companies Law no. 31/1990, the statutory body competent to adopt a resolution regarding the reduction of share capital is the Extraordinary General Meeting of Shareholders.*

This material was approved by the Board of Directors on 26 March 2026 and was signed on its behalf by:

**Sorin-Iulian Cioacă**  
**President – General Manager**

**Mihai Trifu**  
**Vice-President - Deputy General Manager**

