

Informative material for
ITEM 6 OF THE AGENDA OF THE INFINITY CAPITAL INVESTMENTS S.A.
E.G.S.M.
DATED 29/30.04.2026

Resolution submitted for E.G.S.M. approval under item 6 on the agenda:

Approve the implementation of a share buyback programme by the Company, in compliance with the applicable legal provisions and having the following main characteristics:

(i) Purpose of the program: The Company will buy back shares within the program for distribution free of charge to the Company's directors, managers, employees, in order to gain their loyalty, as well as to reward them for the activity carried out within the Company, according to the performance criteria to be established by the Board of Directors.

(ii) Maximum number of shares which may be repurchased: not more than 2,000,000 shares;

(iii) Minimum price per share: 0.1 lei;

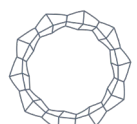
(iv) Maximum price per share: 6 lei;

(v) Duration of the programme: maximum 18 months from the date of registration in the Trade register;

(vi) Payment for shares acquired under the programme will be made from the distributable profits or available reserves of the company as shown in the last approved annual financial statements, excluding legal reserves, as per the 2023 financial statements, in accordance with the provisions of Article 1031 letter d) of the Companies Law No. 31/1990.

1. Legal framework

As the shares of Infinity Capital Investments S.A. are traded on the regulated market, the buy-back of own shares is subject to the provisions of the Companies Law No 31/1990, the capital market legislation, Regulation (EU) No 596/2014 on market abuse and Delegated Regulation (EU) No 1052/2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for conditions applicable to repurchase programmes and stabilisation measures.



According to the provisions of art. 103¹ of the Companies Law no. 31/1990, republished, with subsequent amendments and additions, the buy-back of shares may take place under the following conditions:

- „a) authorisation to acquire own shares shall be granted by the extraordinary general shareholders meeting, which shall determine the conditions of such acquisition, in particular the maximum number of shares to be acquired, the duration for which the authorisation is granted and which may not exceed 18 months from the date of registration in the Trade register, and, in the case of acquisition for consideration, the minimum and maximum consideration;
- b) the nominal value of own shares acquired by the company, including those already in its portfolio, may not exceed 10 % of the subscribed share capital;
- c) the transaction may only concern fully paid shares;
- d) the payment of the shares so acquired shall be made only out of the distributable profit or available reserves of the company, as entered in the last approved annual financial statement, with the exception of legal reserves”.

According to the provisions of art. 105 of Law no. 31/1990, the shares acquired by the company do not entitle to dividends during the period of their ownership by the company. According to the same article, the voting rights conferred by the shares acquired by the company will be suspended during the period of their holding by the company.

Transactions under the Buyback Programme will be carried out in compliance with the legal provisions.

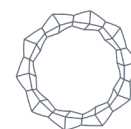
2. Features

In accordance with item 5 of the agenda of the Extraordinary general shareholders meeting, a Stock Option Plan programme is envisaged.

To this end, the Company shall buy back its own shares for distribution free of charge to the Company's staff (directors, executives, employees) in order to increase their loyalty and reward them for their work within the Company.

The buy-back operation could also have the following beneficial effects:

- the reduction of the discount between the net asset and the trading price. The price of an INFINITY share on the last trading day of February 2026 was 4.30 lei/share, resulting in a discount of 65.01% compared to the unitary value of the net asset, which was 12.2896 lei/share, according to financial data on 28.02.2026;
- increased shareholder returns due to the possible increase in share prices as a result of implementing the programme;



- additional shareholder remuneration.

Through this redemption program, Infinity Capital Investments S.A. can absorb a limited number of shares from the market and the Program is expected to contribute to increasing the demand for INFINITY shares, with a positive effect on liquidity and reducing the discount at which the shares are traded. The payment of the own shares purchased under the buyback program will be made from own funds, coming in particular from the dividends received from the companies in the portfolio of Infinity Capital Investments S.A.

The minimum price to be paid per share is 0.1 lei and the maximum price to be paid per share is 6 lei. The purchase of shares will be made through purchases carried out in compliance with the legal provisions on the regulated market administered by the B.V.B. for the acquisition of a maximum of 2,000,000 shares. Payment for shares acquired under the Programme shall be made from the sources provided for by law, i.e. from the distributable profit or from the company's available reserves, as recorded in the latest approved financial statement, with the exception of legal reserves.

The duration of the Programme will be a maximum of 18 months from the date of registering the E.G.S.M. resolution in the Trade Register.

The maximum number of shares to be bought-back is of 2,000,000 shares.

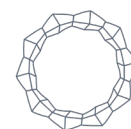
The Programme will also include other requirements imposed by law, and the acquisition of shares under the Programme will be carried out through all market operations permitted by law, which may include public tender offers initiated by the Company, in compliance with the legal provisions.

For the implementation of the Share Buy-Back Programme, the Extraordinary general shareholders meeting must empower the Board of Directors to adopt all necessary measures and to carry out all formalities required to implement the resolutions of the Extraordinary general shareholders meeting.

3. I Impact of repurchase programs on equity

During the period 06.08.2025-20.08.2025 the first Stock Option Plan programme was carried out, through which 41,994,250 INFINITY shares were bought-back:

- 40,000,000 INFINITY shares intended for the reduction of share capital, according to the Decision of the Extraordinary General Meeting of Shareholders no. 9 of 29.04.2025;
- 1,994,250 INFINITY shares intended for the Stock Option Plan program no. 2 for distribution free of charge to the administrators, directors, employees of the Company, in order to gain their loyalty, as well as to reward them for the activity carried out within the Company, according to the Decision of the Extraordinary



General Meeting of Shareholders no. 6 of 29.04.2024 and the decision of the Board of Directors no. 9 of 13.03.2025.

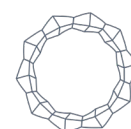
Following the buy-back in 2025, the impact on own funds at 31 December 2025 was as follows:

	Value
Average price	2.6
Quantity	41,994,250
Value	109,185,050
Commissions, fees offer	1,463,487
Total cost	110,648,537
Total impact on equity, of which:	110,648,537
Own shares (acc. 109)	4,199,425
Losses related to the issue, redemption, sale, transfer for no consideration or cancellation of equity instruments (acc. 149)	106,449,112

Also, in the period 09.03.2026-20.03.2026, the Public Offer for the purchase of own shares is carried out, through which Infinity Capital Investments S.A. buys back 36,857,750 shares (representing 9.4507% of the share capital) at the price of 4 lei, based on the Decision of the A.S.F. no. 239/03.03.2026 which approved the public offer document for the purchase of shares issued by Infinity Capital Investments S.A., initiated by the Company, in accordance with the Decision of the A.G.E.A. no. 9 of 01.10.2025 and Decision A.G.E.A. no. 8 of 29.04.2025.

In the situation where, after the closing of the period in which the public purchase offer is carried out, Infinity Capital Investments S.A. buy back the 36,857,750 INFINITY shares, the estimated impact on equity will be as follows:

	Valoare
Average price	4
Quantity	36,857,750
Value	147,431,000
Commissions, fees offer	1,955,726
Total cost	149,386,726
Total impact on equity, of which:	149,386,726
Own shares (acc. 109)	3,685,775
Losses related to the issue, redemption, sale, transfer for no consideration or cancellation of equity instruments (acc. 149)	145,700,951



4. Estimated total costs of the buy-back programme, expected impact on the Company's equity, sources of financing of the operation

The maximum estimated costs for implementing this programme are 9,134,640 lei, as follows:

- 12.000.000 lei the maximum amount that will be allocated to the payment of the purchased shares, in the event of the acquisition of shares at the maximum price of 6 lei;
- 241.170 amount that includes the brokerage commission, the share of 1% of the value of the public purchase offers paid to F.S.A. and the commission of 0.216% of the value of the own shares bought back through the public offer, which is charged by BVB.

The last 2 fees will be payable in the event that the Senior Management opts for a public tender offer.

The Company will duly inform investors of the total buy-back programme costs and the impact on equity capital after the programme has been implemented..

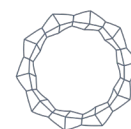
The Infinity Capital Investments S.A. equity will be adjusted downwards by the amount allocated to the buy-back programme.

Infinity Capital Investments S.A. records the own shares bought-back on the transaction date in a dedicated equity account as a deduction from equity, in accordance with art. 75 of F.S.A. Rule 39/2015. Own shares bought-back are recognised at acquisition cost, including transaction and other costs related to their acquisition.

Losses related to equity instruments are determined as the difference between the buy-back amount of the equity instruments and their selling price, or between the buy-back amount of the cancelled equity instruments and their nominal amount.

The negative difference resulting from the cancellation of bought-back own shares will be covered, in accordance with the legal provisions in force set out in art. 75 para. (8) of F.S.A. Rule no. 39/2015, from retained earnings or other equity items, in accordance with the resolution of the general shareholders meeting.

According to the provisions of art. 103¹ of the Companies Law no. 31/1990, the statutory body competent to adopt a resolution on the repurchase of shares is the Extraordinary general shareholders meeting.



This material was approved by the Board of Directors on 19 March 2026 and was signed on its behalf by:

Sorin-Iulian Cioacă
President – General Manager

Mihai Trifu
Vice-President – Deputy General Manager

