

**Informative material for
ITEM 7 OF THE AGENDA OF THE A.G.E.A. INFINITY CAPITAL INVESTMENTS S.A.
of 29/30.04.2026**

The resolution submitted for approval by the General Shareholders' Meeting under item 7 on the agenda is:

Approval of the amendment of the company's articles of incorporation as follows:

Art. 8 para. 7 is amended and will read as follows:

Art. 8 Board of Directors

.....
(7) The Company shall conclude an insurance policy for occupational and health risks, in connection with the exercise of the mandate of the directors and directors, at least within the minimum limits provided by the applicable legal framework.
.....

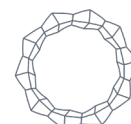
Art. 8 para. (16) letter q) shall be amended and supplemented and shall have the following content:

Art. 8 Board of Directors

.....
(q) approve the conclusion of any acts of acquisition, alienation, exchange or collateralization of assets of the issuer's fixed assets, the value of which exceeds, individually or cumulatively, when they are linked to each other, during a financial year, the amount of RON 5 million, but not more than 20% of the total fixed assets of the company, except for fixed receivables.
.....

Art. 9 paragraphs (2), (3), (4) and (5) shall be amended and supplemented and shall have the following content:

Art. 9 Executive Management



.....
(2) The Chairman of the Board of Directors of the company may also perform the function of General Manager, and the Vice-Chairman of the Board of Directors may also perform the function of Deputy General Manager.

(3) The General Manager, the Deputy General Manager, as well as the directors to whom the management of the company is delegated, shall carry out the duties of the functions on the basis of a mandate contract, the competence to conclude them with the persons concerned belonging to the Board of Directors. The maximum remuneration limits for these positions will be set by the General Meeting of Shareholders.

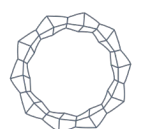
(4) The power to represent the company belongs to the General Manager or, in his absence, to the Deputy General Manager or, in the absence of the latter, to the other directors to whom the management has been delegated, who represent the company in relations with third parties, within the limits of the duties and powers provided by the internal regulations of the Company and the decision-making and signature powers, approved by the Management Board.

(5) The directors may not conclude, without the prior approval of the Board of Directors, acts of acquisition, alienation, exchange or provision as collateral of assets in the category of fixed assets of the issuer, the value of which exceeds, individually or cumulatively, when they are linked to each other, during a financial year, the amount of RON 5 million, but not more than 20% of the total fixed assets of the company, except for fixed receivables.

.....

Item 7 of the agenda of the meeting of the Extraordinary General Meeting of Shareholders is submitted for analysis and approval the proposal to amend Article 8 paragraph 7 of the articles of incorporation.

Through this amendment, the Board of Directors submits to shareholders' approval the proposal to establish an efficient mechanism for managing the insurance contracts of directors and directors, thus creating conditions for alignment with best corporate governance practices and attracting and retaining high-performance managers.



By the fact that the Company contracts a policy, it is ensured that all the directors benefit from the same conditions and coverage limits, eliminating the risk that an administrator will hold a non-compliant or incomplete policy.

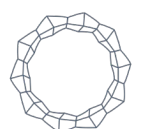
The company can also negotiate a group policy that is much more financially advantageous than individual policies, and the inclusion of health risks (private insurance/medical subscriptions) aligns the directors' status with corporate governance standards, protecting the continuity of management in the event of unforeseen medical events. In conclusion, the Company has a direct interest in the directors being covered by adequate insurance, because in the event of any risk, there is a solid policy guaranteeing the recovery of the amounts by the Company.

The amendment complies with Law no. 31/1990, which allows the company to bear the expenses necessary for the exercise of the mandate and is aligned with good Corporate Governance practices.

At the same time, at this item on the agenda of the meeting of the Extraordinary General Meeting of Shareholders, the proposal to update and amend Art. 8 para. (16) letter q) of the Articles of Incorporation of Infinity Capital Investments S.A., according to the request made by the Financial Supervisory Authority in the context of Authorization no. 129/06.11.2025.

By Authorization no. 129/06.11.2025, the Financial Supervisory Authority authorized the amendments made to the Articles of Incorporation of Infinity Capital Investments S.A., in accordance with Decision no. 7 and Decision no. 8 of the General Shareholders' Meeting of 01.10.2025 and established for Infinity Capital Investments S.A. the obligation to amend the Articles of Incorporation at the first General Shareholders' Meeting, by correlating the provisions of art. 9 para. (5) of the Articles of Incorporation with those of art. 8 para. (16) letter k) approved by the Decision of the General Shareholders' Meeting no. 8/01.10.2025 and taking into account the provisions of art. 91 para. (1) of Law no. 24/2017, with subsequent amendments and completions.

Consequently, in fulfilling the request made by the Financial Supervisory Authority, the Board of Directors submits to the shareholders' approval the proposal to align the provisions of Art. 8 para. (16) letter q) of the Articles of Incorporation in accordance with the current legislative amendments and updates, respectively with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, as amended by the Amending Law no. 11/2025 and with the provisions of the A.S.F. Authorization no. 129 of 06.11.2025.



On the other hand, at the same item on the agenda, the proposal to amend Article 9, paragraphs (2), (3), (4) and (5) of the Articles of Incorporation is subject to the analysis and approval of the shareholders.

The current Articles of Association provide for the possibility of delegating the management of the company to the directors, who represent the executive management of the company.

At the same time, the current Articles of Association provide that the Chairman of the Board of Directors is also the General Manager, and the Vice-Chairman is also the Deputy General Manager and that the power to represent the company belongs to the Chairman and Chief Executive Officer or, in his absence, to the Vice-President-Deputy General Manager or, in the absence of the latter, to the other directors to whom the management has been delegated, they represent the Company in relations with third parties, within the limits of the attributions and competences provided by the Company's internal regulations and by the decision-making and signature powers, approved by the Board of Directors.

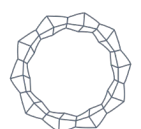
The Board of Directors proposes to the General Meeting of Shareholders to approve the amendment of these provisions, in order to allow the delegation of the company's management for the position of General Manager and Deputy General Manager to persons who are not Chairman and Vice-Chairman of the Board of Directors, respectively, and also the possibility of representing the company vis-à-vis third parties and by them.

This change is justified by:

1. the continuous need to adapt the company to the developments in the economic environment, by increasing the flexibility and efficiency of the management act, allowing the Board of Directors to appoint directors with specific attributions depending on the complexity of the company's activities, optimizing the decision-making process and strategic execution;
2. Strengthening corporate governance structures and practices: Current corporate governance standards recommend delegating executive responsibilities to a management team to ensure continuity and specialization of management.

These changes bring practical advantages, to the benefit of the company, such as:

- strengthening the Infinity Capital Investments S.A. team, by creating the conditions to attract people with relevant training and experience in the financial field within the management structures;



- increasing transparency and managerial accountability, given that the responsibilities of each executive director are clearly defined, in order to strengthen the company's performance;
- improving decision-making processes, adapted to the current level and the company's development premises, by specializing directors in various operational areas.

These amendments are in accordance with the provisions of art. 143 of the Companies Law no. 31/1990, which allows the Board of Directors to delegate the management of the company to one or more directors.

Consequently, the amendment of the articles of incorporation in order to authorize the Board of Directors to delegate the management of the company for the position of General Manager and Deputy General Manager and for the representation of the company, for the performance of the operative and strategic duties of the company, and to persons who do not necessarily have the quality of President and, respectively, Vice-President of the Board of Directors, is subject to the approval of the General Meeting.

Along the same lines, paragraph 5 of Article 9 aligns with both these proposed amendments and the current legislative amendments and updates, respectively with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, as amended by Amending Law no. 11/2025.

According to the provisions of art. 113 lit. m of the Companies Law no. 31/1990, the statutory body competent to adopt a decision on the amendment of the articles of incorporation is the Extraordinary General Meeting of Shareholders.

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

