

No. /2025

**DRAFT RESOLUTIONS FOR THE E.G.S.M. of 29.04.2025/30.04.2025**

The Extraordinary General Shareholders Meeting of INFINITY CAPITAL INVESTMENTS S.A., with registered office in Craiova str. Tufănele nr. 1, having CUI RO 4175676 and J16/1210/1993, met in accordance with the Articles of Association on 29.04.2025/30.04.2025, on the first call/second call, according to the call published in the Official Gazette of Romania, Part IV, no. ...., in the national daily newspaper ..... and in the daily newspaper ..... no. ...., on the company's website at [www.infinitycapital.ro](http://www.infinitycapital.ro) and on the company's page on the website of the Bucharest Stock Exchange, in the presence of shareholders holding .....valid voting rights, representing.....% of the total valid voting rights and.....% of the company's share capital, on the reference date 17.04.2025 under Law no. 31/1990 R, as subsequently amended and supplemented, Law no. 24/ 2017 (R), as amended and supplemented, the F.S.A. regulations in force and its own Articles of Association, with the votes cast as evidenced in the minutes of the meeting, with the fulfilment of the legal and statutory conditions for the validity of the meeting, holding of the meeting and adoption of resolutions, corresponding to the items on the agenda, adopted the following resolutions:

**RESOLUTION no. 1**

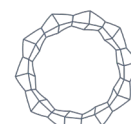
Approves the election of the meeting secretariat consisting of 2 members, namely Mrs. Cimpoeru Ana - Internal Auditor and Mrs. Teodora Negoită Costin, with the identification data available at the company's office, Mrs. Teodora Negoită Costin being elected as the meeting secretary who will draw up the minutes of the meeting. The proposed persons are shareholders of INFINITY CAPITAL INVESTMENTS S.A. proposed are shareholders of INFINITY CAPITAL INVESTMENTS S.A.

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

**RESOLUTION no. 2**

Approves the appointment of the notary public Balaci Eugen and/or Popa Daniela-Maria of Professional Notarial Society Balaci Eugen Balaci notary in Craiova, Dolj County, to supervise, at the company's expense, the operations carried out by the secretaries of the meeting, in accordance with the provisions of Art. 129 para. (3) of Law 31/1990 (R).

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.



## RESOLUTION no. 3

Approves the election of the committee for counting the votes cast by shareholders on the agenda items of the Extraordinary General Shareholders Meeting, composed of three members, namely Mrs. Vlăduțoiaia Valentina, Mrs. Lazăr Mihaela-Simona and Mrs. Țalea Mihaela, with identification data available at the company's headquarters. The proposed persons are shareholders of INFINITY CAPITAL INVESTMENTS S.A.

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

## RESOLUTION no. 4

Approves the transfer of the registered office of INFINITY CAPITAL INVESTMENTS SA., registered at the Trade Register Office of the Dolj Court under number J16/1210/1993, in the F.S.A. A.F.I.A.A. Register under no. PJR07.1AFIAA/160004/15.02.2018 and in the F.S.A. F.I.A.I.R. register under the number PJRO9FAIR160001/08.06.2021, having the unique registration code RO 4175676, from the old address in Craiova, str. Tufănele no. 1, Dolj county, to the new address in Bucharest, Sector 1, Daniel Danielopolu Street no. 2, 4<sup>th</sup> floor.

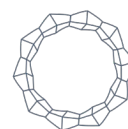
The resolution on the relocation of the INFINITY CAPITAL INVESTMENTS S.A. registered office will take effect only from the date of the authorisation issued by the Financial Supervisory Authority, in accordance with the applicable legal framework

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

## RESOLUTION no. 5

Approves the establishment of a new INFINITY CAPITAL INVESTMENTS S.A. office in Craiova, str. Tufănele no. 1, Dolj county, which will carry out the same activities from the INFINITY CAPITAL INVESTMENTS S.A. object of activity, namely the Main field of activity code CAEN 649 - Other financial intermediation activities, except insurance and pension funding activities, and the main activity code CAEN 6499 - Other financial intermediation n.e.c., except insurance and pension funding activities.

The resolution on the establishment of the office in Craiova, str. Tufănele no. 1, Dolj county, will take effect from the date on which the Financial Supervisory Authority issues the authorisation for the establishment of the office, in accordance with the



applicable legal framework, subject to the approval and authorisation of the resolution under item 4 of the agenda

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

#### RESOLUTION no. 6

Approves the amendment of the company's Articles of Association as follows:

Article 2 paragraph 1 is amended and will read as follows:

*"Art. 2 Registered office and duration of the company*

*(1) The registered office of the company is located in Romania, Bucharest, Sector 1, Daniel Danielopolu Street no. 2, 4<sup>th</sup> floor."*

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

#### RESOLUTION no. 7

Approves the implementation of a Stock Option Plan, the objective of which is to grant option rights for the acquisition of shares free of charge by directors, executives, employees, in order to retain, maintain and motivate them, as well as to reward them for their work within the Company. The programme will take place under the following conditions:

(a) Under the Stock Option Plan, option rights will be granted for a maximum of 2,000,000 shares, allocated to directors, officers, employees.

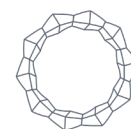
(b) In the case of option rights granted to company directors, officers, employees, the option right may be exercised after a period established by the decision of the Board of Directors to implement the Stock Option Plan.

(c) Company directors, officers, and employees may participate in the Stock Option Plan according to performance criteria established by the Board of Directors.

(d) The Board of Directors shall be empowered to take all necessary actions and complete all formalities required for the approval and implementation of the Stock Option Plan, such as, but not limited to:

(i) to determine the criteria on the basis of which option rights will be granted to the staff of the Company;

(ii) to determine the positions in the organisation chart, as well as in the structure of the Board of Directors, for which the stock option plan programme will be applicable;



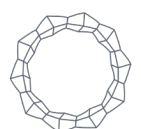
- (iii) the period between the date of granting the option and the date of exercising the option;
- (iv) the conditions for exercising the right of option and, implicitly, for acquiring shares;
- (v) the period within which the holder of the option right must exercise the option right;
- (vi) preparation and publication of information documents in accordance with the law, etc.
- (e) Implementation will be carried out by the Company's Board of Directors, in compliance with the Resolution of the Extraordinary General Shareholders Meeting, and/or with the assistance of a specialised consultant.
- (f) The implementation of the programmes shall be carried out in compliance with the legal obligations to draw up and publish disclosure documents in accordance with the law and the applicable F.S.A. regulations.

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

#### RESOLUTION no. 8

Approves 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 bought-back: not more than 2,000,000 shares;
- (iii)** Minimum price per share: 0.1 lei;
- (iv)** Maximum price per share: 4.5 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 company's distributable profits or available reserves as shown in the last approved annual financial statements, excluding legal reserves, as per the 2023 financial statements, in accordance with the provisions of art. 103<sup>1</sup> letter d) of the Companies Law No. 31/1990.



Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

#### RESOLUTION no. 9

Approves the implementation of a share buyback program by the Company, in accordance with the applicable legal provisions, under the following conditions:

*i) the size of the programme:* buy-back of a maximum of 40,000,000 own shares with a nominal value of 0.10 lei/share;

*ii) the acquisition price of shares:* the minimum purchase price shall be RON 0.10 per share, while the maximum price shall be 4.50 lei/share;

*iii) duration of the programme:* a maximum of 18 months from the date of registration with the Trade Register;

*iv) payment for bought-back shares* will be made from the company's distributable profits or available reserves as shown in the last approved annual financial statements, excluding legal reserves, as per the 2023 financial statements, in accordance with the provisions of art. 1031 letter d) of the Companies Law No. 31/1990;

*v) purpose of the programme* - to reduce the share capital by cancelling the bought-back shares.

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

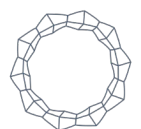
#### RESOLUTION no. 10

Approves the mandate of the INFINITY CAPITAL INVESTMENTS S.A. Senior Management to carry out, in compliance with the legal requirements, the share buyback programme, including but not limited to the determination of the method for acquiring its own shares.

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

#### RESOLUTION no. 11

Approve the power of attorney for the President/General Manager of INFINITY CAPITAL INVESTMENTS S.A., with the possibility of substitution, to sign the decisions of the Extraordinary General Shareholders Meeting, the amended and updated form of the articles of association and any other related documents, to represent



the company and to carry out all acts and formalities of publicity, registration and implementation of the decisions adopted by the General Shareholders Meeting at the Trade Register Office, the Financial Supervisory Authority, Depozitarul Central S.A. and any other authorities.

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

**RESOLUTION no. 12**

Approve 20.05.2025 as the registration date (ex-date: 19.05.2025), in accordance with the applicable legal provisions, for determining the shareholders onto whom the effects of the resolutions adopted shall be passed.

Votes in favour .....%, votes against .....% and abstentions .....% of the total votes held by shareholders present or represented.

**Sorin - Iulian CIOACĂ**  
**President of the Board of Directors**

