

**DRAFT DECISIONS E.G.S.M. S.I.F. OLTENIA S.A. from 27/28.04.2023**

**The Extraordinary General Shareholders Meeting** OF SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A., met statutorily on **27.04.2023/28.04.2023**, at the first/second call, according to the call published in the Official Gazette of Romania, part IV issue ..... in the national newspaper ... .. issue..... and in the newspaper ... issue ....., on the company's website at [www.sifolt.ro](http://www.sifolt.ro) and on the company's website on the Bucharest Stock Exchange, in the presence of shareholders holding ..... valid voting rights, representing ..... % of all valid voting rights and ..... % of the share capital of the company, as of the reference date..... , based on Law no. 31/1990 R, as subsequently amended and supplemented, Law no. 24/ 2017 (R), as subsequently amended and supplemented, F.S.A. regulations in force and its Articles of association, with the votes cast as highlighted in the minutes of the meeting, in compliance with the legal and statutory conditions for the validity of the call, the holding of the meeting and the adoption of the decisions, corresponding to the items on the agenda, and adopted the following decisions:

**DECISION no. 1**

**We approve** the election of the meeting secretaries: Mrs. Cimpoeru Ana internal – auditor and Mrs. Teodora Negoita Costin, with the identification data available at the company's premises, and Mrs. Teodora Negoita Costin will be elected the secretary of the meeting who will draw up the minutes of the meeting. The proposed persons are shareholders of S.I.F. Oltenia S.A.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

**DECISION no. 2**

**We approve** the appointment of notary public Balaci Eugen and/or Popa Daniela-Maria from the Notary Public Office Balaci Eugen of Craiova, Dolj, for the supervision of the operations incurred by the meeting secretaries, according to art. 129 par. (3) of Law no. 31/1990 (R), at the company's expense.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or

represented. The "abstain" position was expressed for... shares.

### **D E C I S I O N no. 3**

**We approve** the election of the commission to count the votes expressed by the shareholders regarding the issues on the agenda of the Extraordinary General Shareholder Meeting, including three members: Ms Vladutoaia Valentina, Ms Balan Viorica and Ms Talea Mihaela, whose identification data are available at the company's headquarters. The proposed persons are shareholders of S.I.F. Oltenia S.A.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

### **D E C I S I O N no. 4**

**We approve** the reduction of the subscribed share capital of the S.I.F. Oltenia S.A. Company from 50,000,000 lei to 47,500,000 lei, by cancelling a number of 25,000,000 own shares acquired by the Company following the public offer to buy its own shares during 08.06.2022-22.06.2022 in applying the redemption programme approved by the general shareholder meeting.

After the reduction of the share capital, the subscribed and paid-up capital of the Company S.I.F. Oltenia S.A. will have the value of 47,500,000 lei, being divided into 475,000,000 shares with a nominal value of 0.10 lei / share.

Consequently, after the reduction of the share capital, the company's articles of association are amended as follows:

Paragraph 1 of Article 4 of the articles of association of the company shall be amended, after the reduction of the share capital, as follows:

*“(1) The subscribed and paid registered capital is 47,500,000 lei.”*

The first paragraph of Article 5 of the company's articles of association shall be amended after the reduction of the share capital as follows:

*“(1) The registered capital is divided into 475,000,000 shares with a nominal value of 0.1 lei each.”*

The reduction of the subscribed registered capital shall be made pursuant to Article 207 paragraph (1) letter c) of Law no. 31/1990 R and shall be effective after the fulfilment of the legal conditions, namely: (i) publication of the decision of the Extraordinary General Shareholder Meeting approving the reduction of the registered capital in the Official Gazette of Romania, part IV — a; (ii) approval of the amendments to Articles 4 paragraph 1 and 5 paragraph 1 of the company's articles of association by the Financial Supervisory Authority; (iii) registration of the decision of the Extraordinary General Shareholder Meeting approving

the reduction of the share capital with the Trade Register.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

### **D E C I S I O N no. 5**

**We approve** the change in the name of the company from “Societatea de Investiții Financiare Oltenia S.A.” to “Infinity Capital Investments S.A.” and the approval of the corresponding amendment of Article 1 paragraph (1) of the Company’s Articles of association, which will have the following content: “*The name of the company is Infinity Capital Investments S.A.*”

The new name will be used in all acts, invoices, announcements, publications and other such acts stemming from the company only from the date of authorization/approval of the new name by the Financial Supervisory Authority.

When updating the articles of association, as an effect of the approval of the new name of the company, the phrase “S.I.F. Oltenia S.A./ Societatea de Investiții Financiare Oltenia S.A.” will be replaced by “Infinity Capital Investments S.A.” or “the Company”, as the case may be, depending on the context.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

### **D E C I S I O N no. 6**

**The amendment of the company’s Articles of association is approved as follows:**

**Art. 1 shall be amended and supplemented and shall read as follows, renumbered as follows:**

Art. 1. Name, legal status

(1) *The name of the company is Infinity Capital Investments S.A.*

(2) *Legal status: The company is established as a Romanian private shareholding company and classified, according to the applicable regulations, as a closed-ended Alternative Investment Fund (A.I.F.) for retail investors, diversified and self-managed. The company is authorized by the Financial Supervisory Authority as an Alternative Investment Fund Manager and Alternative Investment Fund for Retail Investors (A.I.F.R.I.).*

(3) *Operation of the company: The company is authorized by the Financial Supervisory Authority and operates in accordance with:*

- *legal regulations on companies;*
- *the rules governing companies whose shares are admitted to trading on a regulated market;*
- *the legal provisions relating to companies having legal status;*
- *the legislation governing the activity of an A.I.F.M./A.I.F.;*
- *the articles of association;*

- internal rules.

**Art. 2 paragraph 3 shall be amended and shall read as follows:**

Art. 2 The headquarters and duration of the company

*(3) The duration of the company is 99 years.*

**Art. 4 paragraph 1 shall be amended and shall read as follows:**

Art. 4 Registered Capital

*(1) The subscribed and paid registered capital is 47,500,000 lei.*

**Art. 5 paragraphs 1 and 5 shall be amended and shall read as follows:**

Art. 5 Shares

*(1) The registered capital is divided into 475,000,000 shares with a nominal value of 0.1 lei each.*

*(5) The redeemed shares may be used for the purpose of reducing the registered capital, for the stabilization of the share price on the capital market and/or for the remuneration of the members of the Board of Directors, senior management and employees of the company under a Stock Option Plan (SOP) programme in compliance with specific legislation and regulations on sound remuneration policies.*

**Art. 6 shall be amended, by the removal of paragraphs 1 and 2, and shall be worded as follows, renumbering paragraphs:**

Art. 6 Shareholders

*(1) Any person who legitimately acquires shares issued by the company may become a shareholder.*

*(2) The reference date for identifying the shareholders entitled to attend and vote at the general meetings, as well as the registration date for determining the shareholders to receive dividends and on which the effects of the decisions of the general meetings will be broken, will be determined according to the applicable legal regulations in force.*

*(3) The record of the shares and the shareholders is kept according to the legal provisions by Depozitarul Central S.A.*

*(4) The status of shareholder of the company is attested by an account statement issued by the entity keeping, according to the law, the records of shares and shareholders. Persons whose account includes shares issued by Infinity Capital Investments S.A. are presumed to be their owners.*

**Art. 7 paragraph 4 letter a shall be amended and supplemented and shall read as follows:**

**Art. 7 The General Shareholder Meeting**

*(4) The Extraordinary General Meeting shall meet whenever required, in order to decide on:*

*a) changing the legal status of the company and/or changing the form of administration*

by appointing an alternative external investment fund manager, in accordance with the law;

**Art. 7 paragraph 13 shall be amended and supplemented and shall read as follows:**

**Art. 7 The General Shareholder Meeting**

(13) *Each share gives the right to one vote, except for the limitations laid down in the articles of association or in the regulations and legal provisions.*

*The company shall determine for each decision at least the number of shares for which valid votes have been cast, the proportion of the share capital represented by those votes, the total number of valid votes cast, and the number of votes cast “for” and “against” each decision and, where appropriate, the number of abstentions.*

*The position of “abstention” adopted by a shareholder in respect of items on the agenda of a general shareholder meeting of Infinity Capital Investments S.A. shall be an expressed vote.*

*The attendance notice for the company’s general shareholder meeting shall include mentions regarding the qualification of the position of abstention as an expressed vote.*

**Art. 8 paragraph 6 shall be amended and supplemented and shall read as follows:**

**Art. 8 The Board of Directors**

(6) *The directors shall be compensated for the work done; the monthly remuneration and other rights due to the directors shall be determined by decisions of the Ordinary General Shareholder Meeting of the company.*

*The remuneration of directors shall consist of a monthly fixed allowance and a variable component. The general limits of the variable remuneration are determined by decisions of the Ordinary General Shareholder Meeting of the company.*

*Variable remuneration can be granted both in cash and/or through the allocation of financial instruments and/or derivatives (shares, options granted under Stock Options Plans, etc.).*

*Variable remuneration may be granted to members of the Board of Directors, members of the senior management and employees of the company, according to the general limits approved by the General Shareholder Meeting, subject to the achievement of the net profit indicator and the approval of the annual financial statements by the General Shareholder Meeting.*

*The fund for the award of variable remuneration for the achievement of the net profit performance indicator will be determined and recorded as a provision, so that the realization of the net profit established through the Income and Expenditure Budget is not jeopardized. The variable remuneration will be paid out after approval of the annual financial statements.*

*In the case of instruments granted under Stock Options Plan for administrators and directors, the allocation criteria are established in accordance with the specific legislation, as well as with the provisions of the articles of association and the administration and mandate contracts, while, for employees, the Board of Directors establishes the eligibility criteria for SOP beneficiaries, the number of instruments to be granted to each category of beneficiaries, in accordance with the provisions of the specific legislation on sound remuneration policies, as well as SOP implementation mechanisms.*

**Art. 8 paragraph 13 shall be amended and supplemented and shall read as follows:**

(13) *The Board of Directors shall meet at the company’s head office or in another place*

to be convened in the call, and the meetings shall be convened and held in accordance with the applicable legal provisions, as well as the internal rules of the Board of Directors. Participation in the meetings of the Board of Directors can also take place through the means of remote communication: teleconference; videoconference; Internet conference or intranet, etc.

The members of the Board of Directors may be represented in the meetings of the board by other members based on a power of attorney. A member of the Board may represent only one other member in a meeting.

The power of attorney will be sent to the Secretariat before the meeting begins. In urgent circumstances or where the directors are unable to attend the meeting, the President of the Board may decide that the meeting shall be held and that voting shall be transmitted by electronic means, in accordance with the procedure laid down in the rules of procedure of the Board of Directors.

**Art. 8 paragraph 16 letters k and l shall be amended and shall read as follows:**

### **Art. 8 The Board of Directors**

*(16) The Board of Directors shall have the following basic powers:*

.....  
k) acts of acquisition, transfer, exchange or guarantee of assets belonging to the category of the company's fixed assets, including securities or other financial instruments, the amount of which exceeds, individually or in aggregate, during a financial year, 20% of the total of the fixed assets, excluding claims, are entered by the company's directors or managers, only after prior approval by the Extraordinary General Shareholder Meeting pursuant to Article 91 (1) of Law no. 24/2017, or any legal provisions in force at the time the documents were drawn up.

l) leases of tangible assets, for a period exceeding one year, the aggregate or individual value of which in relation to the same co-contractor or persons involved or acting in concert exceeds 20% of the value of the total fixed assets, less claims on the date of conclusion of the legal act, as well as associations for a period of more than one year, exceeding the same value, are approved in advance by the Extraordinary General Shareholder Meeting according to Article 90 (2) of Law no. 24/2017, or any legal provisions in force at the time of drawing up the documents.

**Art. 14 shall be amended and supplemented and shall read as follows:**

### **Art. 14 Loans**

The Company may borrow or loan funds on a temporary basis, in compliance with the legislation and regulations in force.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

## **DECISION no. 7**

**We approve** the development of a Stock Option Plan program, which aims to grant option rights for the acquisition of shares free of charge by administrators, directors, employees, for the purpose of ensuring their loyalty, retention and motivation, as well as for rewarding them for the activity carried out within the Company. The programme will be carried out under the following conditions:

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

(b) in the case of the option rights granted to administrators, directors, employees of the Company, the right of option may be exercised after a period determined by the decision of the Board of Directors implementing the “Stock Option Plan” program.

(c) the “Stock Option Plan” programme may include the Company’s administrators, directors, employees, according to the performance criteria established by the Board of Directors.

(d) the Board of Directors is empowered to take all the necessary measures and to fulfil all formalities required for the approval and implementation of the Stock Option Plan, such as, without limitation: (i) determining the criteria on whose basis the option rights will be granted to the Company’s staff; (ii) determining the positions in the organizational chart, as well as in the structure of the Board of Directors, for which the stock option plan will be applicable; (iii) the period between the date of granting the right of option and the date of exercising the right of option; (iv) the conditions for exercising the right of option and, implicitly, for acquiring shares; (v) the period within which the right of option holder must exercise the right of option; (vi) preparation and publication of information documents in accordance with the law, etc.

(e) the implementation shall be made by the Board of Directors of the Company, in compliance with the decision of the Extraordinary General Shareholder Meeting, and/or with the help of a specialized consultant.

(f) the implementation of the programmes shall be carried out in compliance with the legal obligations for the preparation and publication of the information documents in accordance with the law and the applicable F.S.A. regulations.

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## D E C I S I O N no. 8

**We approve** the company carrying out a programme of redemption of its own shares, in compliance with the applicable legal provisions and meeting the following main characteristics:

(i) the purpose of the programme: The Company shall redeem shares in the programme for their distribution free of charge to the Company’s administrators, directors, employees, for ensuring their loyalty, as well as for rewarding the activity carried out within the Company, according to the performance criteria to be established by the Board of Directors.

(ii) the maximum number of redeemable shares: no more than 2,000,000 shares;

- (iii) minimum price per share: 0.1 RON;
- (iv) Maximum price per share: 4.45 RON;
- (v) duration of the programme: no more 18 months from the date of registration with the trade register;
- (vi) the payment of the shares acquired within the programme shall be made from the distributable profit or the available reserves of the company registered in the last approved annual financial statement, except for the legal reserves, based on the financial statements 2021, according to the provisions of Art. 103<sup>1</sup> d) of the Law on companies no. 31/1990.

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### **DECISION no. 9**

**We approve** the mandate of the senior management of S.I.F. Oltenia S.A. for the fulfillment, with due regard for the legal requirements, of the redemption program of its own shares, including but not limited to the determination of the acquisition of its own shares.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

### **DECISION no. 10**

**We approve** the mandate of the President/General Manager of S.I.F. Oltenia S.A. to sign the decisions of the Extraordinary General Shareholder Meeting, the modified and updated form of the articles of association and any other related documents, to represent the company and to carry out all the acts and formalities of advertising, registration and registration. for implementing the decisions adopted by the General Shareholder Meeting with the Trade Register Office, the Financial Supervisory Authority, Depozitarul Central S.A. and any other authorities, including, but not limited to, changing the name, drawing up, signing and sending all the documents for this purpose, changing any other identification elements of the company, if necessary, (eg: changing the graphic aspect of the emblem - logo, brand, stock symbol, as well as any other such distinctive elements), performing all and any necessary formalities, before any competent authority, for the implementation of the decisions adopted by the Extraordinary General Meeting of Shareholders..

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

**DECISION no. 11**

**We approve the date of 14.07.2023 as the registration date (ex date 13.07.2023)** according to the legal provisions in force, for the determination of shareholders affected by the adopted decisions.

Votes for .....% of the total votes held by the shareholders present or represented, votes against.....% of the total votes held by the shareholders attending or represented. The "abstain" position was expressed for... shares.

**Sorin - Iulian CIOACĂ**

**President of the Board of Directors**