

**No. 5420/13.06.2024**

Translation from Romanian into English

To

**BUCHAREST STOCK EXCHANGE**

**FINANCIAL SUPERVISORY AUTHORITY**

**CURRENT REPORT**

according to Law no. 24/2017 (R) and F.S.A. Regulation no. 5/2018 on issuers of  
financial instruments and market operations

*Report date: 13.06.2024*

*Name of the issuer: Infinity Capital Investments S.A.*

*Headquarters: Dolj County, Craiova, Tufanele Street no.1, postal code 200767*

*Phone/Fax: 0251-419.335 / 0251-419.340*

*Fiscal Registration Code: RO 4175676*

*Order number at the Trade Register: J16/1210/30.04.1993*

*FSA Register Number: PJR09FIAIR/160001/08.06.2021*

*ISIN: ROSIFEACNOR4*

*LEI Code: 254900VTOOM8GL8TVH59*

*Depozitory-Custodian: Raiffeisen Bank S.A.*

*Depozitory: Depozitarul Central Bucuresti*

*Share capital subscribed and paid: 50,000,000 lei*

*Regulated market on which the issued securities are traded on: Bucharest Stock Exchange  
– Shares, Premium Tier (market symbol INFINITY)*

**Important event to report: Convocation of the Ordinary Shareholders General Meeting  
of Infinity Capital Investments S.A. for 01.08.2024**

BOARD OF DIRECTORS

OF

**INFINITY CAPITAL INVESTMENTS S.A. director mandate.**

with registered office in Dolj County, Craiova, str. Tufănele nr. 1,

Trade register no: J16/1210/1993

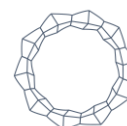
VAT number: RO 4175676

LEI Code 254900VTOOM8GL8TVH59

Share capital: 50,000,000 lei

met on 12.06.2024

**CALLS THE**



## ORDINARY GENERAL SHAREHOLDERS MEETING on 01.08.2024

The General Assembly will take place at the Golden House Hotel in Craiova, str. Brestei Nr. 18, being entitled to participate and vote the shareholders registered at the end of **19.07.2024, considered as the reference date.**

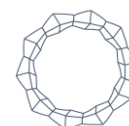
The time set for the start of the ORDINARY GENERAL MEETING is 09:00.

The meeting is called in accordance with the provisions of Law no. 31/1990 (R), as amended and supplemented, Law no. 24/2017 (R), F.S.A. regulations issued in application thereof and the Articles of Association of **INFINITY CAPITAL INVESTMENTS S.A.**

The share capital of the company consists of 500,000,000 registered shares with a nominal value of 0.10 lei, dematerialised and indivisible, of which **473,366,187 shares have voting rights**, each of these shares entitling the holder to one vote at the General Shareholders Meeting. Please note that a number of 25,000,000 shares are bought back by the company according to the EGSM Decision no. 4 of 31.03.2022 (published in the O.G. of Romania, part IV no. 1768/28.04.2022) and a number of 1,633,813 shares are bought back pursuant to the resolutions of the EGSM No. 7 and 8 of 27.04.2023 (published in the O.G. of Romania, Part IV No. 2236/18.05.2023), representing in total 5.327% of the share capital, the voting rights of which are suspended pursuant to Article 105 para. 2 of the Companies Law no. 31/1990 at the date of the call. The buyback programme approved by the EGSM Resolutions no. 7 and 8 of 27.04.2023 is on-going, the total number of shares, the number of bought back shares and the number of shares with non-suspended voting rights (exercisable voting rights) on the reference date, **19.07.2024**, will be posted on the company's website - [www.infinitycapital.ro](http://www.infinitycapital.ro).

## AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING

1. Election of the meeting secretariat consisting of 2 members, namely Mrs. Cimpoeu 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.
2. Appointment of notary public Balaci Eugen and/or Popa Daniela-Maria of the Professional Notarial Company Balaci Eugen 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 no. 31/1990 (R).

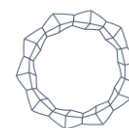
3. Election of the committee for counting the votes cast by shareholders on the agenda items for the Ordinary General Shareholders Meeting, composed of three members, namely Mrs. Vlăduțoiaia Valentina, Mrs. Lazăr Mihaela-Simona and Mrs. Țalea Mihaela, with identification data available at the company's headquarters. The proposed persons are shareholders of INFINITY CAPITAL INVESTMENTS S.A.
4. Election of the company's Board of Directors members for a 4 years mandate, starting on 4 December 2024 and ending on 4 December 2028, specifying that the duties of Director shall be exercised only after obtaining the approval decision issued by the Financial Supervisory Authority
5. Approval of the Management contract draft to be concluded by the Company with the members of the Board of Directors, during the mandate.
6. Approval of the fixed monthly remuneration for the newly elected directors in exercising the mandate of director of INFINITY CAPITAL INVESTMENTS S.A. in the net amount of 10000 lei.
7. Mandating the Board of Directors and its individual members to carry out the resolutions adopted by the Ordinary General Shareholders Meeting. Mandate, with the possibility of substitution, the General Manager and/or the Deputy General Manager to carry out all legal procedures and formalities and to sign any documents necessary for the implementation of the Ordinary General Shareholders Meeting resolutions, including the formalities of publication and registration with the Trade Register.
8. Approval of **20.08.2024 as the registration date (former date 19.08.2024)**, in accordance with the applicable legal provisions, for determining the shareholders on whom the effects of the adopted resolutions shall be passed.

Pursuant to the provisions of Law no. 24/2017 and F.S.A. Regulation no. 5/2018, shareholders representing alone or together 5% of the share capital are entitled to:

- to add items on the general meeting agenda , provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting;
- to submit draft resolutions for items included or proposed to be included on the general meeting agenda.

The deadline for exercising these rights is **01.07.2024, 5<sup>00</sup> pm.**

Each shareholder has the right to ask questions about items on the general meeting agenda until **5 p.m. on 24.07.2024** at the latest, the date of the registration number. The



Company may also respond by posting the answer on its website, under the section OGSM. of 01/02.08.2024/*Investor Information- Frequently Asked Questions*.

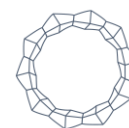
Requests must be submitted in writing, in original, to the company's registered office at INFINITY CAPITAL INVESTMENTS S.A. Craiova, Str. Tufănele nr. 1, jud. Dolj, with the signature of the shareholder or his legal representative. Shareholders or legal representatives may also submit requests with an extended electronic signature, in accordance with Law 455/2001 on electronic signature, by e-mail to "public@infinitycapital.ro". Shareholders, regardless of the method of transmission chosen, are required to indicate the following in clear capital letters: FOR O.G.S.M. INFINITY CAPITAL INVESTMENTS S.A. OF 01/02.08.2024.

For identification purposes, shareholders who make proposals to complete the agenda shall attach to the request documents proving their identity (identity card for individuals and, for legal entities, the identity card of the legal representative, accompanied by proof of legal representative status, i.e. certificate issued by the trade register, presented in original or certified copy, or any other document, in original or certified copy issued by a competent authority of the State where the shareholder is legally registered, attesting the status of legal representative) and a statement of account, showing the status of shareholder and the number of shares held at the date of the request, issued by the Central Depository or by participants defined in accordance with the legal provisions, providing custody services (as provided for in Art. 194 of F.S.A. Regulation no. 5/2018). The documents attesting the legal representative status of the shareholder who is a legal person shall be issued no later than 3 months before the date of publishing the call for the General Shareholders Meeting. Documents attesting the status of legal representative drawn up in a foreign language other than English shall be accompanied by a translation into Romanian or English by an authorised translator.

The same documents will also be submitted by shareholders submitting questions to the Board of Directors.

The documents attached to the request sent by post or courier will be certified for conformity with the original by the request signatories, and for those sent electronically, the holders of the extended electronic signature (shareholder or legal representative) will submit a sworn statement that the documents submitted are in conformity with the original.

As the agenda includes the election of the INFINITY CAPITAL INVESTMENTS S.A. Board of Directors members for a 4-year term of office, the candidatures for the position of director shall be submitted between **01. 07.2024, 10.00 a.m. - 09.07.2024, 4.00 p.m.** at

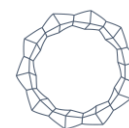


the company's registered office in Craiova, str. Tufănele no. 1, in original, by post, courier service or in person at the company's registry office. Files will be registered in the chronological order in which they were submitted. The eligibility conditions that candidates must meet for the position of company director and the list of documents required for the application file will be presented on the company's website, starting from 13.06.2024, at the following address [www.infinitycapital.ro](http://www.infinitycapital.ro) in the section *Investor Information > General Meetings*. The list of candidates will be drawn up after going through the procedure of submission, analysis, evaluation and selection in accordance with the provisions of FSA Regulation no.1/2019 on assessing and approving members of the management structure and persons holding key positions in entities regulated by the Financial Supervisory Authority and applicable internal regulations. The evaluation of candidates for the position of Director will be carried out by the Nomination and Remuneration Committee and submitted for consideration to the Board of Directors, which will approve the list of candidates. List of recruited or selected candidates including information on name, place of residence, professional qualification and result of assessment carried out by the company will be published on the company's website on 18.07.2024. Current members of the Board of Directors or shareholders have the right to nominate persons for the position of director, according to art. 117 para. (6) and art.137<sup>1</sup> of Law no. 31/1990 R.

**Participation** in the works of the General Assembly shall be in person or by proxy. Representation may also be made by persons other than shareholders, on the basis of a special or general proxy, in accordance with Law no. 24/2017 on issuers of financial instruments and market operations and FSA Regulation no. 5/2018 issued in application thereof.

The special proxy may be granted to any person for representation at a single general meeting and contains specific voting instructions from the shareholder, clearly stating the voting option for each item on the general meeting agenda. In this situation, the provisions of art. 125 (5) of Law no. 31/1990 R, as amended, are not applicable.

The general proxy may be granted by the shareholder, as a client, to an intermediary (as defined in art. 2 para. (1) item 19 of Law no. 24/2017) or to a lawyer, under the conditions provided for by Law no. 24/2017, for a period not exceeding 3 years. The general proxy shall be deposited, before its first use, at INFINITY CAPITAL INVESTMENTS S.A. in copy, with a mention of conformity with the original and signed by the representative.



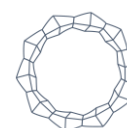
The representative appointed by the shareholder by means of a general proxy shall, when presenting himself/herself at the meeting room, before receiving the ballot paper, give an affidavit, which shall be updated at each general meeting held by INFINITY CAPITAL INVESTMENTS S.A. during the general proxy validity period, stating that he/she is not in a situation of conflict of interest according to the legal provisions. In addition, the proxy holder, intermediary or lawyer shall prove that he/she is a client of the shareholder who issued the general proxy by means of a contract (extract copy, certified as true copy by the proxy holder) valid at the date of issuing the general proxy and covering the parties and valid at least for the period for which the shareholder issued the general proxy.

The proxy holder may not be substituted by another person unless this right has been expressly conferred on him/her by the shareholder in the proxy. Where the authorised representative is a legal person, it may exercise the mandate received through any person belonging to its administrative or management body or to its employees. If the participating natural person is the legal representative, then he/she shall provide proof of his/her status by means of the same documents as for requests to make additions to the agenda or questions. If the mandate is exercised through another person who is part of the administrative or management body or among the employees of the legal entity, a proxy, IN ORIGINAL, signed by the legal representative for appointing the person to attend the general meeting, which must also state the capacity/position held within the legal entity appointed by the shareholder as his/her representative, must be added to the above-mentioned documents.

Shareholders may revoke or change their votes or proxies by no later than **30.07.2024 at 09<sup>00</sup> hours (time of registration at the company's registry)**, taking into account the last vote or the last special or general proxy registered with INFINITY CAPITAL INVESTMENTS S.A. Also, in the event of the shareholder's personal participation in the meeting, the votes or proxies previously transmitted will become null and void.

If the person representing the shareholder by personal attendance at the general meeting is other than the person who cast the postal vote, then, in order for his/her vote to be valid, he/she shall submit to the meeting a written revocation of the postal vote, signed by the shareholder or by the representative who cast the postal vote. This is not necessary if the shareholder or his legal representative is present at the general meeting.

In the case of a shareholder representation by a credit institution providing custodian services, the provisions of Law no. 24/2017 shall apply, and the custodian shall comply





with the requirements set out in the Voting Procedure approved by the Board of Directors.

The voting procedure, depending on the voting option chosen by the shareholders, will be made known to them, together with the special proxy form and postal ballot, on the official website of INFINITY CAPITAL INVESTMENTS S.A., starting from **13.06.2024**, in Romanian and English.

The Special Proxies, IN ORIGINAL, and the General Proxies under the conditions described above, shall be submitted (at the registry office or by mail) to INFINITY CAPITAL INVESTMENTS S.A. **from 20.07.2024,09<sup>00</sup> am, until at the latest 30.07.2024,09<sup>00</sup> am**, the date of the registry number, or in the form of an electronic document with extended electronic signature, sent within the same time limits, to the e-mail address: [aga@infinitycapital.ro](mailto:aga@infinitycapital.ro).

Also, the Postal vote shall be submitted, in original, or transmitted by electronic means to INFINITY CAPITAL INVESTMENTS S.A., within the same deadline, i.e. from **20.07.2024,09<sup>00</sup> a.m., until at the latest 30.07.2024,09<sup>00</sup> a.m.**

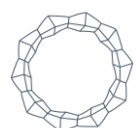
If the deadline specified above is exceeded, those votes will not be taken into consideration. Shareholders are obliged to comply with the procedure established by the Board of Directors for the casting of votes, depending on the method chosen, under penalty of the vote being annulled.

A Special Committee shall be appointed to receive and centralise postal votes cast by shareholders and special proxies. The committee members will have to keep the records secure and will also ensure the confidentiality of the vote, on the basis of a Confidentiality agreement, until the vote is counted, allowing it to be revealed only to the members of the committee in charge of counting the votes cast and only when the other votes cast by the shareholders present or the representatives of the shareholders attending the meeting are known.

Voting rights for shares bought back by the company are suspended.

The documents related to the agenda, the draft resolutions, as well as the documents required for the general meeting under the terms of the law, may be consulted or purchased by the shareholders, for a fee, at the company's headquarters in Craiova, str. Tufănele No 1 or from the official website as follows:

-agenda documents, draft resolutions, voting procedure, postal ballot forms and special proxy from **13.06.2024**.



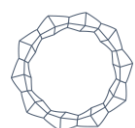
-the postal ballot and special proxy forms filled in with the names and surnames of the candidates to the position of director and updated and completed as and when there are requests from shareholders or requests from the F.S.A. to supplement the agenda. - from **18.07.2024**.

Access to the meeting room is allowed to:

- shareholders, only with the identity card for individuals, and for legal entities with the identity card of the legal representative, identified in the list of shareholders on the reference date received from the Central Depository. If the data on the legal representative status have not been updated at the Central Depository by the legal entity shareholder, corresponding to the reference date, proof of legal representative status shall be provided by means of a certificate issued by the Trade register in original or certified true copy or any other document in original or certified true copy issued by the competent authority of the State in which the shareholder is legally registered, attesting the legal representative status of the legal entity shareholder. The document attesting the legal representative status of the shareholder who is a legal entity is valid if it was issued no later than 3 months before the date of publishing the Call for the General Meeting;
- representatives, for whom the shareholders have issued special or general proxies, who will present themselves, in accordance with the terms of this call and the Procedure approved by the Board of Directors of INFINITY CAPITAL INVESTMENTS S.A., with their identity card;
- credit institutions providing custody services (through their legal representative or proxy) - with the identity document, under the conditions of this call and the Procedure approved by the Board of Directors of INFINITY CAPITAL INVESTMENTS S.A.

In accordance with the company's articles of association, with reference to art.105 para. (23<sup>3</sup>) of Law no. 24/2017 on issuers of financial instruments and market operations, the position of "*abstention*" expressed by a shareholder or by a representative present with regard to the items on the agenda of the General Shareholders Meeting represents a vote expressed with regard to those items on the agenda.

If on **01.08.2024** the quorum required for the proceedings of the O.G.S.M. is not met, they shall be held at the second call on **02.08.2024**, at the place and time indicated for the first call, with the same agenda, regardless of the quorum. Decisions will be taken in the O.G.S.M. by a majority of the votes cast.





The management of INFINITY CAPITAL INVESTMENTS S.A. recommends to its shareholders, as far as possible:

- to access the supporting materials for the agenda items of the Ordinary General Shareholders Meeting in electronic format, available on the company's website, rather than the copies available at the company's registered office;
- to vote by mail using the mail ballot available on the company's website;
- to use all means of electronic communication indicated in the notice of meeting rather than mail or courier to the Company's registered office when sending (i) proposals for the addition of new items to the agenda of the OGSM, (ii) draft resolutions, (iii) written questions before the OGSM, (iv) proxies for representation at the OGSM or (v) postal ballot papers.

Further information can be obtained at INFINITY CAPITAL INVESTMENTS S.A. in Craiova, str. Tufănele nr. 1, telephone 0251-419.335, 0251-419.338, as well as on the official website of INFINITY CAPITAL INVESTMENTS S.A. [www.infinitycapital.ro](http://www.infinitycapital.ro) Section Investor Information - General Meetings.

**Sorin-Iulian CIOACĂ**

**President of the Board of Directors**

**Viorica Bălan**

**Compliance Officer**

