

No. 10408/28.11.2024

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: 28.11.2024

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

Depository-Custodian: Raiffeisen Bank S.A.

Depository: Depozitarul Central Bucuresti

Share capital subscribed and paid: 47,500,000 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 Extraordinary Shareholders General Meeting of Infinity Capital Investments S.A. for 08.01.2025/09.01.2025

**THE BOARD OF DIRECTORS
OF**

INFINITY CAPITAL INVESTMENTS S.A.

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

Trade Register: J16/1210/1993

Unique Registration Code: RO 4175676

LEI Code 254900VTOOM8GL8TVH59

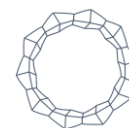
Share capital: 47,500,000 lei

met on 27.11.2024

CALLS THE

EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

on 08.01.2025



The Meeting will take place at the Golden House Hotel in Craiova, str. Brestei nr. 18, being entitled to participate and vote the shareholders of record at the end of **27.12.2024**, **considered as the reference date.**

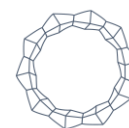
The time set for the start of the EXTRAORDINARY GENERAL MEETING is **09:00.**

The call is made in accordance with the provisions of Law no. 31/1990 R, as amended and supplemented, Law no. 24/2017, F.S.A. regulations issued in its application and the Articles of Association of Infinity Capital Investments S.A.

The share capital of the company consists of 475,000,000 registered shares with a nominal value of 0.10 lei, dematerialised and indivisible, of which 428,142,639 shares have voting rights, each of these shares entitling the holder to one vote at the General Shareholders Meeting. We note that 45,000,000 shares are repurchased by the Company in accordance with E.G.S.M. Resolution no. 4 of 30.09.2024 (published in the Official Gazette of Romania, Part IV no. 4323/9.10.2024) and a number of 1,857,361 shares are bought-back in accordance with E.G.S.M. Resolutions 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 9.86% of the share capital, whose voting rights are suspended in accordance with art. 105 para. 2 of the Companies Act no. 31/1990 at the date of the call.

AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

1. Elect 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. Appoint 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. Elect the committee for counting the votes cast by shareholders on the agenda for the Extraordinary General Shareholders Meeting, composed of three members, namely Mrs. Vlăduțoia 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. Approval of the subscribed share capital reduction of INFINITY CAPITAL INVESTMENTS S.A from 47,500,000 lei to 43,000,000 lei, by cancelling a number of 45,000,000 own shares acquired by the Company as a result of the public tender offer for own shares in the period 12.11.2024-25.11.2024 in application of the buyback programme approved by the Extraordinary General Shareholders Meeting dated 30.09.2024.

After the share capital reduction, the subscribed and paid share capital of INFINITY CAPITAL INVESTMENTS S.A. will be 43,000,000 lei, divided into 430,000,000 shares with a nominal value of 0.10 lei/share.

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

Paragraph 1 of Article 4 of the company's articles of association is amended, after the reduction of the share capital, as follows:

"(1) The subscribed and paid-up share capital is 43,000,000 lei."

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

"(1) The share capital is divided into 430,000,000 shares with a nominal value of 0.1 lei each."

The reduction of the subscribed share capital is carried out pursuant to Art. 207 para. (1) letter c) of the Companies Act no. 31/1990 R and will be effective upon fulfilment of the legal conditions, respectively: (i) the publication of the Extraordinary General Shareholders Meeting resolution approving the reduction of the share capital in the Official Journal of Romania, Part IV -; (ii) the endorsement of the amendments regarding art. 4 para. 1 and art. 5 para. 1 of the company's articles of association by the Financial Supervisory Authority; (iii) the registration of the Extraordinary General Shareholders Meeting resolution approving the reduction of the share capital with the Trade Register.

5. Approve the amendment of the company's Articles of Association as follows:

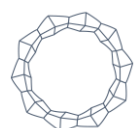
Art. 4 para. 1 is amended and shall read as follows:

Art. 4 Share capital

(1) The subscribed and paid-up share capital is 43,000,000 lei.

Art. 5 para. 1 is amended and shall read as follows:

Art. 5 Shares



(1) The share capital is divided into 430,000,000 shares with a nominal value of 0.1 lei each.

6. 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.
7. Approve 30.01.2025 as registration date (former date: 29.01.2025), in accordance with the applicable legal provisions, in order to determine the shareholders on whom the effects of the adopted resolutions are to be passed.

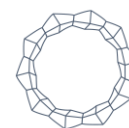
Pursuant to the provisions of Law no. 24/2017 and F.S.A. Regulation no. 5/2018, shareholders representing alone or together 5% of the share capital are entitled to:

- 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 by which they can exercise these rights is **18.12.2024, 17⁰⁰ hours**.

Each shareholder has the right to ask questions on the items of the general meeting agenda until no later than **31.12.2024, 17⁰⁰ hours**, date of the registration number. The Company may also respond by posting the answer on its website, under the section E.G.S.M. on **08/09.01.2025/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



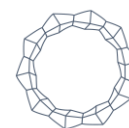
chosen, are required to indicate the following in clear capital letters: "FOR THE INFINITY CAPITAL INVESTMENTS S.A. E.G.S.M. DATED 08.01.2025/09.01.2025."

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.

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 F.S.A. 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



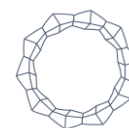
the voting option for each item on the general meeting agenda. In this situation, the provisions of art. 125 (5) of Law no. 31/1990 R, as amended, are not applicable.

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 **06.01.2025 at 09⁰⁰ a.m. (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.

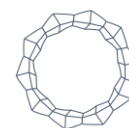
The voting procedure, depending on the voting option chosen by the shareholders, will be made known to them, together with the special proxy form and postal ballot, on the official website of INFINITY CAPITAL INVESTMENTS S.A., starting from **28.11.2024**, in Romanian and English.

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. **starting from 27.12.2024, 09⁰⁰ am, until at the latest 06.01.2025, 09⁰⁰ 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.

Also, the postal ballot form shall be submitted in original or electronically transmitted to INFINITY CAPITAL INVESTMENTS S.A., within the same deadline, i.e. **from 27.12.2024, 09⁰⁰ am, until 06.01.2024, 09⁰⁰ am at the latest**.

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 non-disclosure 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.

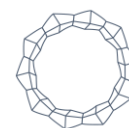
The documents related to the agenda, the draft resolutions, as well as the documents required for the general meeting under the terms of the law, may be consulted or purchased by the shareholders, for a fee, at the company's headquarters in Craiova, str. Tufănele No 1 or from the official website as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

-agenda documents, draft resolutions, voting procedure, postal ballot forms and special proxy starting with **28.11.2024**.

-postal ballot forms and special proxy forms completed in the event that there will be requests from shareholders or requests from the F.S.A. to complete the agenda. - from **23.12.2024**.

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. (23³) 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 **08.01.2025** the quorum required for the proceedings of the E.G.S.M. to be held in accordance with the law is not met, the proceedings shall be held at a second call on **09.01.2025**, at the place and time indicated for the first convocation, with the same agenda, the quorum for the E.G.S.M. at the second convocation being at least one fifth of the total number of voting rights. Decisions will be taken in the E.G.S.M. with the majority of votes held by the shareholders present or represented.

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 Extraordinary 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 postal 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 EGSM, (ii) draft resolutions, (iii) written questions before the EGSM, (iv) proxies for representation at the EGSM 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 Investor Information - General Meetings.

Sorin-Iulian CIOACĂ
President of the Board of Directors

Mirela Dănescu
Compliance Officer

