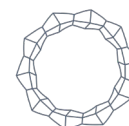


**No. 12585/01.10.2025***Translation from Romanian into English***To****BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY****CURRENT REPORT****according to Law no. 24/2017 (R) and F.S.A. Regulation no. 5/2018 on issuers of financial instruments and market operations***Report date:* 01.10.2025*Name of the issuer:* Infinity Capital Investments S.A.*Headquarters:* Bucharest, Sector 1, Strada Daniel Danielopolu, No. 2, Floor 4, zip code: 014134*Phone/Fax:* 0374-967.802/0374-987.390*Fiscal Registration Code:* RO 4175676*Order number at the Trade Register:* J1993001210167*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:* 43,000,000 lei*Regulated market on which the issued securities are traded on:* Bucharest Stock Exchange – Shares, Premium Tier (market symbol INFINITY)**Important event to report: Decisions of the Extraordinary General Shareholders' Meeting of Infinity Capital Investments S.A. held on 01.10.2025, at first call**

The Extraordinary General Meeting of Shareholders of INFINITY CAPITAL INVESTMENTS S.A., headquartered in Bucharest, 2 Daniel Danielopolu Street, 4<sup>th</sup> Floor, District 1, having Tax Identification Number RO 4175676 and Trade Registry Number J1993001210167, legally convened on October 1<sup>st</sup>, 2025, at the first call, according to the convening notice published in the Official Gazette of Romania, Part IV, no. 4053/29.08.2025, in the national daily newspaper Ziarul Financiar no. 6753/29.08.2025, and in the daily Financial Intelligence on 29.08.2025, as well as on the company's website at <https://infinitycapital.ro/en/home/> and on the company's page on the Bucharest Stock Exchange website, in the presence of the shareholders holding 135,364,139 valid voting rights, representing 34.887% of the total valid voting rights and 31.480% of the company's share capital, at the reference date of 19.09.2025,



based on Law no. 31/1990 R, as subsequently amended and supplemented, Law no. 24/2017 (R), as subsequently amended and supplemented, the applicable regulations of the Financial Supervisory Authority, and the company's Articles of Association, with the votes cast as recorded in the minutes of the meeting, fulfilling the legal and statutory conditions for the validity of the convening, 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 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 Meeting's minutes. The proposed persons are shareholders of INFINITY CAPITAL INVESTMENTS S.A.

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

#### RESOLUTION no. 2

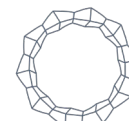
Approves the appointment of the notary public Popovici Alexandra from the Professional Notarial Society Popovici&Agachi of Bucharest, to supervise, at the company's expense, the operations carried out by the meeting secretaries, in accordance with the provisions of art. 129 para. (3) of Law no. 31/1990 (R).

Votes in favour 92.1230%, votes against 7.877% and abstentions 0.000% of the total votes held by shareholders present or represented.

#### RESOLUTION no. 3

Approves the election of the committees for counting the votes cast by shareholders on the agenda for the Extraordinary General Shareholders Meeting, composed of three members, namely Mrs. Vlăduțoaia 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 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.



RESOLUTION no. 4

Approves the reduction of the subscribed share capital of INFINITY CAPITAL INVESTMENTS S.A. from 43,000,000 lei to 39,000,000 lei, by cancelling a number of 40,000,000 own shares acquired by the Company following the public offer to purchase its own shares during the period 06.08.2025 - 20.08.2025, in application of the buyback program approved by the Extraordinary General Shareholders Meeting of 29.04.2025. After the share capital reduction, the subscribed share capital of INFINITY CAPITAL INVESTMENTS S.A. will be 39,000,000 lei, divided into 390,000,000 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 39,000,000 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 390,000,000 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) publish the Extraordinary General Shareholders Meeting resolution approving the reduction of the share capital in the Official Gazette of Romania, Part IV -; (ii) endorse 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) registration the Extraordinary General Shareholders Meeting resolution approving the reduction of the share capital with the Trade Register.

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

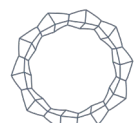
RESOLUTION no. 5

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

Article 4 paragraph 1 is amended and will read as follows:

*" Art. 4 Share capital*

*(1) The subscribed and paid-up share capital is 39,000,000 lei.*



**Article 5 paragraph 1 is amended and will read as follows:**

*Art. 5 Shares*

*"(1) The share capital is divided into 390,000,000 shares with a nominal value of 0.1 lei each"*

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

**RESOLUTION no. 6**

**Approves the elimination and/or cancellation of the following activities from the secondary activities of the company registered in the Trade Register according to the codification (Order 337/2007) Rev. Nace (2):**

*6420- Activities of holding companies*

*6430 - Mutual funds and similar financial entities.*

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000 % of the total votes held by shareholders present or represented.

**RESOLUTION no. 7**

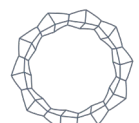
**Approves the update of the main object of activity of Infinity Capital Investments S.A. in accordance with the new version of the National Economy Activities Classification, approved by Order of the President of the National Statistical Institute no 377/17.04.2024 (NACE Rev.3), from *Other financial intermediation n.e.c., NACE code 6499* in *Other financial intermediation n.e.c., except insurance and pension funding, code NACE 6499*, with a corresponding update of Article 3 of the Articles of Association, as follows:**

***"Art. 3 Scope and field of activity of the company***

*(1) The Company's main field of activity is NACE code 649 - Other financial intermediation, except insurance and pension funds, and the main activity is NACE code 6499 - Other financial intermediation n.e.c., except insurance and pension funding activities.*

*(2) The main activities that Infinity Capital Investments S.A. can carry out are the following:*

***a) portfolio management;***



*b) risk management.*

*(3) Infinity Capital Investments S.A., as A.I.F.A., may also carry out other activities such as:*

*a) management of the entity:*

*(i) legal and fund accounting services;*

*(ii) requests for information from customers;*

*(iii) verify compliance with applicable legislation;*

*(iv) distribution of income;*

*(v) issues and buy-backs of equity securities;*

*(vi) record keeping.*

*b) activities related to A.I.F. assets, i.e. services necessary for the performance of the A.I.F.A.'s management duties, infrastructure management, real estate management, advice to entities on capital structure, industrial strategy and related matters, advice and services relating to mergers and acquisitions of entities, and other services related to the management of the A.I.F. and the companies and other assets in which it has invested.*

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

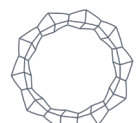
#### RESOLUTION no. 8

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

In art. 5 para. 5 of the Articles of Association, the words "*senior management*" will be replaced by "*managers*" and consequently art. 5 para. 5 of the Articles of Association is amended to read as follows:

" Art. 5 Shares:

.....  
*(5) The bought-back shares may be used for the purpose of reducing the share capital, stabilizing the share price on the capital market and/or for the remuneration of the members of the Board of Directors, managers and employees of the company under a Stock Option Plan (SOP) in compliance with the specific legislation and regulations on sound remuneration policies."*



In article 8, paragraph 6, subparagraph 4 of the Articles of Association, the words "*senior management*" will be replaced by "*managers*" and consequently article 8, paragraph 6, subparagraph 4 of the Articles of Association is amended and shall read as follows:

" Art. 8 Board of Directors

.....  
*The variable remuneration may be granted to members of the Board of Directors, managers and employees of the company, within the general limits approved by the General Shareholders Meeting, subject to the achievement of the net profit indicator and the approval of the annual financial statements by the General Shareholders Meeting. "*

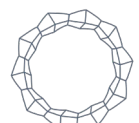
In article 8 paragraph 18 point 4, point 6, point 9 and point 11 of the Articles of Association, the words "*senior management*" are replaced by "*executive management*" and consequently article 8 paragraph 18 point 4, point 6, point 9 and point 11 of the Articles of Association is amended and shall read as follows:

" Art. 8 Board of Directors

.....  
*(18) The Board of Directors has the following basic responsibilities regarding the application of corporate governance principles:*

.....  
*4. The Board is required to establish relevant criteria for monitoring the performance of the executive management and of the company as a whole and to assess annually how the criteria are being applied.*

.....  
*6. The Company's internal control system is established at an appropriate hierarchical level and reports directly to the Board or the Executive Management, being independent from the operational and support organizational structures that it controls and monitors.*



*9. The Board and Executive Management, as the case may be, have the obligation to communicate with the interested parties based on a communication strategy that ensures at least fair treatment for shareholders and interested parties, the communication of information in a timely manner and ensuring a transparent communication framework.*

*11. The company develops clear action plans to ensure the continuity of the activity and for emergency situations in order to eliminate the risks or minimize them, plans that are evaluated every six months by the Council and the Executive Management;”*

Article 8 paragraph 16 letter k and letter l of the Articles of Association are updated and amended accordingly, in accordance 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 shall read as follows:

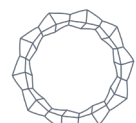
**” Art. 8 Board of Directors**

*(k) Acts of acquisition, disposal, exchange or pledging as collateral of assets in the category of the issuer's fixed assets, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, except claims, shall be concluded by the issuer's directors or managers only after prior approval by the extraordinary general shareholders meeting.”*

*(l) leases of tangible assets, for a period exceeding one year, whose individual or cumulative value with respect to the same co-contractor or persons involved or acting in concert exceeds 20% of the total value of the fixed assets, less receivables at the date of concluding the legal act, as well as joint ventures for a period exceeding one year, exceeding the same value, shall be approved in advance by the Extraordinary General Shareholders Meeting.”*

Article 9 of the Articles of association changes its name from *Senior Management* to *Executive Management*.

Article 9 of the articles of association is amended by adding clauses regarding the possibility of the Board of Directors delegating the company's management powers



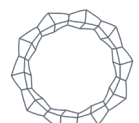


to directors and consequently article 9 of the articles of association is amended and supplemented and will have the following content:

***"Art. 9 Executive Management***

- (1) The Board of Directors delegates the management of the Company to the managers, while fixing their remuneration within the general limits approved by the General Meeting of Shareholders. Company directors shall fulfil the minimum requirements as to integrity, qualifications and professional experience laid down by the applicable regulations and legal provisions in force. The duties and powers of decision and signature, as well as the way in which the work of the directors is organised, are laid down in the internal regulations of the Company, approved by the Board of Directors.*
- (2) The President of the Board of Directors shall also serve as the General Manager and the Vice-President of the Board of Directors shall also serve as Deputy General Manager.*
- (3) The President- General Manager and the Vicepresident- Deputy General Manager shall perform the duties of their functions under a mandate contract, the power to conclude such contracts with the persons concerned being vested in the Board of Directors. The maximum remuneration limits for these positions will be set by the General Shareholders Meeting.*
- (4) The power to represent the company belongs to the President- General Manager or, in his absence, to the Vicepresident- Deputy General Manager or, in his absence, to the other directors to whom management has been delegated, who represent the company in relations with third parties, within the limits of the duties and powers provided for by the internal regulations of the Company and by the decision-making and signature powers approved by the Board of Directors.*
- (5) Managers may not conclude, without the prior approval of the Board of Directors, acts of acquisition or disposal of assets, including securities or other financial instruments issued by a specific issuer, the value of which exceeds, individually or cumulatively, when they are interrelated, the amount of 5 million lei, but not more than 20% of the total fixed assets of the company, less the fixed assets receivables.*  
*The Board of Directors may take a decision on the investment acts of the directors which are subject to their approval also by means of remote communication, including electronic voting.*

Votes in favour 99.701%, votes against 0.299% and abstentions 0.000% of the total votes held by shareholders present or represented.





## RESOLUTION no. 9

Approves the carrying out of a share buy-back programme by the Company in 2026, in accordance with the applicable legal provisions, under the following conditions:

- i) size of the programme:* repurchase of a maximum of 35,000,000 own shares with a nominal value of 0.10 lei/share;
- ii) share acquisition price* - the minimum purchase price will be 0.1 lei/share, and the maximum price will be 4.5 lei/share;
- iii) duration of the programme:* maximum 18 months from the date of registration in 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 2024 financial statements, in accordance with the provisions of art. 103<sup>1</sup> letter d) of the Companies Law No. 31/1990;
- v) the purpose of the programme* - reduction of the share capital by cancellation of the bought-back shares.

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

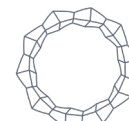
## RESOLUTION no. 10

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

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

## RESOLUTION no. 11

Approves 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.



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Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

**RESOLUTION no. 12**

Approves 29.10.2025 as registration date (former date: 28.10.2025), 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.

Votes in favour 100.000%, votes against 0.000% and abstentions 0.000% of the total votes held by shareholders present or represented.

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

**Mirela Dănescu**  
**Compliance Officer**

