
PROPOSAL

Shareholders' General Extraordinary Meeting of Longshield Investment Group SA as of 29/30 April 2025

ITEM 2 OF THE AGENDA

"The approval of the decrease in the subscribed share capital of Longshield Investment Group - S.A. from RON 76,110,584.5 lei to RON 74,474,384.5, by cancelling 16,362,000 own shares acquired by the Company following the implementation during the period from 18.12.2024 to 10.01.2025 of the public offering for the purchase of own shares in the application of the buy-back programme approved by the Shareholders' General Meeting. After the share capital decrease, the subscribed and paid-up share capital of Longshield Investment Group - S.A. shall be in the amount of RON 74,474,384.5, divided into 744,743,845 registered shares with a value of RON 0.1 each.

The subscribed share capital shall be decreased pursuant to art. 207 para. (1) letter (c) of Law no. 31/1990 and shall take effect after the fulfilment of legal conditions, namely: (i) the publication of the Decision of the Shareholders' Extraordinary General Meeting decreasing the share capital in the Official Journal of Romania, Part IV; (ii) the authorization of the amendments regarding art. 3 para. (1) of the Company Articles of Incorporation by the Financial Supervisory Authority; (iii) the registration of the Decision of the Shareholders' Extraordinary General Meeting decreasing the share capital with the Trade Register.

Consequently, Art. 3 para. (1) of the Company's Articles of Incorporation will be amended following the reduction of the Company's share capital and will read as follows:

"Art. 3 Share Capital and Shares

- (1) The subscribed and fully paid-up share capital is RON 74,474,384.5, divided into 744,743,845 registered shares with a value of RON 0.1 each. Each share gives the right to a vote at the Shareholders' General Meeting."*

Shareholders Extraordinary General Meeting (SGEM) of SIF Muntenia SA (currently named Longshield Investment Group SA), through Decision no. 6 dated 21.06.2023, published in the Official Gazette of Romania, Part IV, no. 3366/27.07.2023, approved the implementation of a share buyback program in accordance with the applicable legislation, with the following main characteristics:

The purpose of the program: to reduce the share capital

Maximum number of shares: 18,000,000

Minimum price per share: RON 0.

Maximum price per share: RON 2,5183

Duration of the program: maximum 18 months from the date of publication of the decision in the Official Gazette of Romania, part IV.

The payment for the shares repurchased under the Program was to be made from the sources provided by law, namely from the available reserves of the company.

At the same time, SGEM approved the authorization of SAI Muntenia Invest SA to adopt all necessary measures and fulfill all formalities required for the implementation of the Repurchase Program while respecting the main characteristics mentioned above. Following this authorization, the Board of Directors of SAI Muntenia Invest SA approved that the repurchase program of its own shares by Longshield Investment Group SA should be carried out through a public purchase offer.

In order to fulfill the SGEM Decision no. 6 of June 21, 2023, on November 22, 2024, the public purchase offer document for the shares issued by Longshield Investment Group SA, along with the related documentation, was submitted to the Financial Supervisory Authority through BRK Financial Group SA, acting as intermediary.

By Decision no. 1213/11.12.2024, the Financial Supervisory Authority approved the Public Offer Document for purchasing shares issued by Longshield Investment Group SA, initiated by the issuer in accordance with SGEM Decision no. 6 of June 21, 2023, an offer with the following characteristics:

- a) Number of shares subject to the Offer: 18.000.000 shares, representing 2,3650% of the share capital;
- b) Nominal Value: RON 0,10/share;
- c) Purchase Price: RON 1,95/share;
- d) Carrying out Period: 18.12.2024 – 10.01.2025;
- e) Offer Intermediary: SSIF BRK Financial Group SA;
- f) Subscription locations: according to the information in the contents of the offer document.

As a result of the Public Purchase Offer conducted between December 18, 2024, and January 10, 2025, Longshield Investment Group SA acquired a package of 16,362,000 shares, representing 2.15% of the issuer's share capital, or 90.90% of the number of shares subject to the offer.

Considering the purpose for which the shares were bought back in the Offer and pursuant to art. 207 para. (1) letter c) from Law no. 31/1990, the Board of Directors of SAI Muntenia Invest SA proposes to the Extraordinary General Meeting of Shareholders the reduction of the share capital of Longshield Investment Group SA from RON 76,110,584.5 to RON 74,474,384.5, by reducing the number of shares from 761,105,845 to 744,743,845 shares and the cancellation of a number of 16,362,000 own shares acquired by the company according to the SGEM Decision no. 6 from 21.06.2023.

After reduction, the share capital of Longshield Investment Group SA will have the value of RON 74,474,384.5, being divided into 744,743,845 shares with a value of RON 0.10 per share.

According to art. 208 of Law no. 31/1990, the reduction of the share capital can only be done after passing of the two months from the day on which the decision will be published in the Official Gazette of Romania, Part IV.

Taking into consideration all of the above, SAI MUNTENIA INVEST SA, the administrator of Longshield Investment Group SA, proposes that the following Decision to be adopted on Item 2 on the Agenda:

It is hereby approved the decrease in the subscribed share capital of Longshield Investment Group - S.A. from RON 76,110,584.5 to RON 74,474,384.5, by cancelling 16,362,000 own shares acquired by the Company following the implementation during the period from 18.12.2024 - 10.01.2025 of the public offering for the purchase of own shares in the application of the buy-back programme approved by the Shareholders' General Meeting.

After the share capital decrease, the subscribed and paid-up share capital of Longshield Investment Group - S.A. shall be in the amount of RON 74,474,384.5 divided into 744,743,845 registered shares with a value of RON 0.1 each.

The subscribed share capital shall be decreased pursuant to art. 207 para. (1) letter (c) of Law no. 31/1990 and shall take effect after the fulfilment of legal conditions, namely: (i) the publication of the Decision of the Shareholders' Extraordinary General Meeting decreasing the share capital in the Official Journal of Romania, Part IV; (ii) the authorization of the amendments regarding art. 3 para. (1) of the Company Articles of Incorporation by the Financial Supervisory Authority; (iii) the registration of the Decision of the Shareholders' Extraordinary General Meeting decreasing the share capital with the Trade Register.

Consequently, after the share capital decrease, art. 3 (1) of the Company Articles of Incorporation shall be amended as follows:

“Art. 3. The Share Capital and Shares

(1 The subscribed and fully paid-up share capital is RON 74,474,384.5, divided into 744,743,845 registered shares, with a value of RON 0.1 lei each. . Each share gives the right to a vote at the Shareholders' General Meeting.”

Longshield Investment Group SA

By the administrator

SAI MUNTENIA INVEST SA

General Director,

Ștefan Dumitru