

**SIF BANAT-CRIȘANA S.A.**

Arad, 35A Calea Victoriei, postal code 310158 | J0211898/92 | CUI 2761040 | No. in ASF AFIAA Register PJR07.1AFIAA/020007/09.03.2018  
 No. in ASF SIIRS Register PJR09SIIR/020002/02.02.2006 | Subscribed and paid-up share capital: RON 52,000,000

**SPECIAL EMPOWERMENT FORM for legal entities**

Extraordinary General Meeting of Shareholders (EGM) of 26/27.04.2018

The undersigned, ..... having Unique Registration Code CUI (or equivalent number in the shareholders' registry – for non-resident shareholders) ....., legally represented by ..... holder of ..... shares issued by Societatea de Investiții Financiare Banat-Crișana S.A. Arad, representing ..... % of the total issued shares, which entitle us to ..... votes in EGM, representing .....% of the total voting rights in EGM, hereby empower as the undersigned's representative

.....  
 (identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)

OR .....  
 (identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)

in EGM to be held on 26.04.2018, 12:00 hours (first call), or on 27.04.2018, 12:00 hours (second call), at company's headquarters in Arad, 35A Calea Victoriei, to exercise the voting rights pertaining to the undersigned's holdings as at 12.04.2018 (the reference date), as follows:

<b>Resolutions submitted for the approval of the EGM:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<p>1. Approval of the reduction of the share capital of SIF Banat-Crișana SA, pursuant to art. 207 par. (1) letter c) of Law no. 31/1990, from RON 52,000,000 to RON 51,746,072.4, following the cancellation of 2,539,276 own shares acquired by the company, in the buyback programs. Subsequently to the reduction, the share capital of SIF Banat-Crișana SA will have a value of RON 51,746,072.4, divided into 517,460,724 shares with a value of RON 0.10/share. Article 3 par. (1) of the Articles of Association is amended as a result of the reduction of the share capital and shall read as follows:  <i>"The share capital of the company amounts to RON 51,746,072.4 and is divided into 517,460,724 shares of RON 0.10 each, allotted to shareholders as it results from the records entered in the shareholders' register."</i></p>			
<p>2. Approval of Company's carrying out a buyback program ("Program I"). Program I is to be carried out only if the ordinary general meeting of shareholders convened for April 26 (27), 2018 approves the allocation of the entire net profit for the financial year 2017, in the amount of RON 69,553,195, to "Other reserves", for own financing sources, to support the repurchase of company's own shares. Program I shall be carried out in compliance with applicable legal provisions and having the following main features:            (i) The purpose of Program I: The Company will repurchase shares under the Program to reduce its share capital.            (ii) The maximum number of shares that may be repurchased: 17,460,724 shares at most;            (iii) The minimum price per share: RON 1;            (iv) The maximum price per share: RON 4.81;            (v) Program Duration: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;            (vi) The shares acquired under the Program I will be paid from sources permitted by law.            Besides its main characteristics, Program I will include other requirements provided by law and which are not listed above. The acquisition of shares under Program I will be done through all market operations allowed by law, which may include public tender offers initiated by the Company, in accordance with the law. In order to implement the Program I, the Board of Directors will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.</p>			
<p>3. Approval of Company's carrying out a buyback program ("Program II") to be carried out in compliance with applicable legal provisions and having the following main features:            (i) The purpose of Program II: The Company will repurchase shares under the Program II for the distribution free of charge to the members of the Company's management (administrators, directors) in order to build their loyalty as well and to reward their activity in the Company, according to performance criteria to be determined by the Board of Directors.            (ii) The maximum number of shares that may be repurchased: 1,400,000 shares at most;            (iii) The minimum price per share: RON 1;            (iv) The maximum price per share: RON 4.81;            (v) Program Duration: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;            (vi) The shares acquired under the Program II will be paid from sources permitted by law.            Besides its main characteristics, Program II will include other requirements provided by law and which are not listed above. The acquisition of shares under Program II will be done through all market operations allowed by law, which may include public tender offers initiated by the Company, in accordance with the law. In order to implement the Program II, the Board of Directors will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.</p>			
<p>4. Approval of using the shares purchased under Program II for the redemption of own shares for their distribution free of charge to members of the company's management (administrators, directors) in a "Stock Option Plan", in compliance with applicable law. The Board of Directors of the company is empowered to take all necessary measures and to fulfil all the formalities required for the approval and implementation of the "Stock Option Plan".</p>			
<p>5. Approval of May 16, 2018 as the registration date (May 15, 2018 as ex-date), in accordance with the provisions of Article 86 par. (1) of Law no. 24/2017, of CNVM Regulation no. 6/2009 and of CNVM Regulation no. 1/2006.</p>			

SIGNING DATE \_\_\_\_\_

SHAREHOLDER'S NAME \_\_\_\_\_

(to be filled in with the legal name of the shareholder legal entity, in capital letters)

FULL NAME OF THE LEGAL REPRESENTATIVE \_\_\_\_\_

(to be filled in with the first name and last name of the legal representative of the shareholder legal entity, in capital letters)

SIGNATURE AND STAMP \_\_\_\_\_

(handwritten signature of the legal representative of the shareholder legal entity and the stamp of the shareholder legal entity)

**NOTE** The deadline for the registration of the special empowerment form at SIF Banat-Crișana's headquarters is on April 24, 2018, 10:00 hours. Shareholder's signature must be legalized by a notary public if the special empowerment form is sent by post or courier. The special empowerment forms authenticated outside Romania must also be endorsed with an apostille (super-legalization).

#### DOCUMENTS TO ACCOMPANY THE SPECIAL EMPOWERMENT

- a findings certificate (in Romanian: "certificat constatator"), in original or true copy, issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, allowing the identification thereof in the list of SIF Banat-Crișana's shareholders as at the reference date issued by Depozitarul Central SA;
- proof of legal representative capacity if the shareholders' register at the reference date, received from Depozitarul Central, has no data regarding the legal representative of the shareholder; the capacity as legal representative is proven by means of findings certificate/ similar documents presented hereinbefore. The documents attesting the capacity of legal representative of the legal entities shareholders have to be issued no more than 3 months before the date of the publication of the convening notice for shareholders general meeting. If these documents are drafted in a foreign language other than English, they shall be accompanied by their translation into Romanian or English, performed by a certified translator;
- in case of entities with no legal personality / unincorporated entities, shall be submitted, in certified copy, an official document proving the capacity as representative of the corporate body that administrates the entity with no legal personality (e.g. the authorization issued by the Financial Supervisory Authority or similar authority in another State);
- certified copy of the representative's (the person empowered by the special empowerment) ID document (ID card / passport);
- documents in original representing the authentication of shareholder's signature by a notary public. In case the special empowerment form is authenticated outside Romania, it shall also be endorsed with an apostille (super-legalization).

#### COMPLETING THE SPECIAL EMPOWERMENT

The procedure for completing the special empowerment form is available on company's website [www.sif1.ro](http://www.sif1.ro). The special empowerment shall be completed and signed in **three original counterparts**: one for the shareholder, one for the empowered representative and one for the company.

#### SUBMITTING THE SPECIAL EMPOWERMENT FORM

- in original, printed form** – submitted or sent by any courier service to the headquarters of SIF Banat-Crișana in Arad, 35A Calea Victoriei, Romania, so its registration at the Company is made by 24.04.2018, 10:00 hours, for the identification of the shareholders' identity, subject to losing the voting right in case of default, the special empowerment form with the voting instructions shall be inserted in an envelope writing on it clearly and with capital letters: "SPECIAL EMPOWERMENT FORM – NAME OF THE SHAREHOLDER". This envelope, together with the accompanying documents shall be sent to the company in an envelope clearly writing in capital letters "FOR GMS / PENTRU AGA"
- by email with extended electronic signature incorporated in accordance with Law no. 455 / 2001** on the electronic signature, at the address [aga@sif1.ro](mailto:aga@sif1.ro) until 24.04.2018 at 10:00 a.m.; for the purpose of verifying the identity of shareholders, subject to losing the voting right in case of default.

**Note:** Pursuant to the provisions of Law 455 / 2001, the extended electronic signature means an electronic signature which meets all the following conditions: (i) it is uniquely linked to the signatory; (ii) it allows the identification of the signatory; (iii) it is created using means that the signatory can maintain under his/her sole control; (iv) it is linked to the data in electronic form to which it relates in such a manner that any subsequent change of that document is detectable.