

TOPIC 1 OF THE EGM AGENDA

Approval of the reduction of SIF Banat-Crişana's share capital following the cancellation of 2,038,361 own shares.

Concerning the cancellation of the repurchased shares and the corresponding reduction of the share capital.

(1) By Resolution no. 1 / 26.04.2018 The Extraordinary General Meeting of SIF Banat-Crişana Shareholders (EGM) approved the execution of a buyback program, in accordance with the applicable legislation, for a maximum of 17,460,724 shares for the reduction of the share capital, by their cancellation (Program I). Also, in the same session of the EGM of April 26, 2018, it was approved the execution of a buyback program, in accordance with the applicable legislation, for a maximum of 1,400,000 shares to be distributed free of charge to the management of the Company (administrators and directors), to build their loyalty, as well as to reward them for the activity carried out within the Company (Program II).

The EGM of April 26, 2018 has also approved the use of the shares acquired in the buyback Program II to distribute free of charge to the members of the management of the Company (administrators, directors), under a "Stock Option Plan", in compliance with the legislation in force, the Board being empowered to take all necessary measures and to fulfill all the formalities required for the approval and implementation of the Stock Option Plan.

In the buyback programs, the Company purchased 4,318,361 shares, in accordance with the EGM resolution, through market operations permitted under the law.

Thus, on 28.09.2018, SIF Banat-Crişana informed the shareholders about the start from October 2, 2018 of the buyback Program II, through daily transactions in the market, in accordance with the resolution of the EGM no. 2 art. 2 of 26.04.2018 (published in the MO part IV no. 1893 / 17.05.2018). The company has designated SSIF Swiss Capital SA to provide intermediation services.

The execution of the buyback program complied with the derogatory conditions provided in the legislation on market abuse that allows transactions to be performed during the issuer's closed periods (art. 5 paragraph (1) of EU Regulation no. 596/2014 and art. 4 paragraph (2)) from the EU Delegated Regulation no. 1052/2016).

Between 2 to 26 October 2018, were repurchased through direct transactions in the market a total of 89,656 shares, the average price being of RON 2.4927/ share. On 25.10.2018 SIF Banat-Crişana informed the shareholders that, starting with October 29, 2018, the execution of the program has been suspended.

In 2019, for completing the two share buyback programs SIF Banat-Crisana conducted a Public Tender Offer intermediated by SWISS CAPITAL.

The public tender offer was approved by the Financial Supervisory Authority by Decision 1263 / 16.10.2019 and addressed the buyback of 18,771,068 SIF1 shares at a price of RON 2.50 / share. The offer took place between 22.10.2019 - 04.11.2019.

Within the offer 4,228,705 shares representing 0.8172% of the share capital of SIF Banat-Crişana were repurchased. (*Notification on the results of the public tender offer for shares issued by SIF Banat-Crişana from 11.12.2019*).

After the finalization of the public tender offer, the provisions of the "Stock Option Plan" have been implemented by the Board of Directors of SIF Banat Crişana, through which have been offered to the administrators and directors of the Company a total of 1,400,000 SIF1 shares.

(2) Through the Current Report dated 21.05.2018, SIF Banat-Crișana informed the shareholders upon the approval of the "Stock Option Plan", through which were offered to the administrators and directors of the Company a number of 1,400,000 SIF1 shares, as per the Resolution of the Extraordinary General Meeting of Shareholders of April 26, 2018. The company has published the Information document regarding the offering or allocation of shares to the members of the management structure of SIF Banat-Crișana prepared in accordance with Annex. 21 of CNVM Regulation no. 1/2006 and Annex no. 4 of Regulation No. 5/2018 updated with the amendments approved by the Board of Directors dated 04.22.2019, which was the subject of the current report dated 25.04.2019.

By the Current Report of December 10, 2019, the Company has informed that all the beneficiaries of the "Stock Option Plan" have exercised their right to receive the offered shares, and on the date of December 10, 2019, SIF Banat-Crișana transferred to the members of the management structure a number of 1,400,000 SIF1 shares, representing 0.2706% of the share capital.

Following the completion of the Stock Option Plan program, the Company holds 2,918,361 own shares.

(3). By the Resolution of the EGMS of April 22, 2019, it was approved the execution of a buyback program for a maximum number of 880,000 shares to be distributed free of charge to Company's management (administrators, directors) to build their loyalty, as well as to reward for the activity carried out within the Company, according to the criteria of performance to be determined by the Board of Directors and the use of the shares acquired in the Buyback Program II to be distributed free of charge to the members of the Company's management (directors, directors), as part of a "Stock Option Plan", in compliance with the legislation in force.

The extraordinary general meeting of shareholders convened for April 27 (28), 2020, has on the agenda, on topic 2, an item on the approval of the use of a number of 880,000 shares, held by the Company and repurchased pursuant to the Shareholders' Resolution of April 26, 2018, for their distribution free of charge to the members of the Company's management (administrators, directors), within the "Stock Option Plan", approved by the Resolution of the EGM of April 22, 2019. The Board of Directors of the company is authorized to take all necessary measures and to complete all the formalities required for the approval and implementation of the Stock Option Plan.

(4). Considering those mentioned above, the Board of Directors submits for the approval of the EGM the reduction of the share capital of SIF Banat-Crișana SA, based on art. 207 par. (1) lit. c) of Law no. 31/1990, from RON 51,746,072.4 to RON 51,542,236.3 following the cancellation of 2,038,361 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 51,542,236.3, divided into 515,422,363 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:

"The share capital of the company amounts to RON 51,542,236.3 and is divided into 515,422,363 shares of RON 0.10 each, allotted to shareholders as it results from the records entered in the shareholders' register."

The operation of the reduction of the share capital shall take place as per the provisions of art. 207 par. (1) lit. c) of Law no. 31/1990, according to which *the share capital can be reduced by acquiring own shares, followed by their cancellation.*

RESOLUTION SUBMITTED FOR THE APPROVAL OF EGM on topic 1 of the agenda
– proposed by the Board of Directors

Approval of the reduction of the share capital of SIF Banat-Crişana SA, pursuant to art. 207 par. (1) letter c) of Law no. 31/1990, from RON 51,746,072.4 to RON 51,542,236.3, following the cancellation of 2,038,361 own shares acquired by the company, in the buyback programs. Subsequently to the reduction, the share capital of SIF Banat-Crişana SA will have a value of RON 51,542,236.3, divided into 515,422,363 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:

"The share capital of the company amounts to RON 51,542,236.3 and is divided into 515,422,363 shares of RON 0.10 each, allotted to shareholders as it results from the records entered in the shareholders' register."