

SIF BANAT-CRIȘANA S.A.

Arad, 35A Calea Victoriei, postal code 310158 | J021898/92 | 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 51,746,072.40

SPECIAL EMPOWERMENT FORM for legal entities

Ordinary General Meeting of Shareholders (OGM) of 27/28.04.2020

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 the OGM, representing% of the total voting rights in the OGM, hereby empower as the undersigned's representative

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(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 the OGM to be held on 27.04.2020, 10:00 hours (first call), or on 28.04.2020, 10:00 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 13.04.2020 (the reference date), as follows:

RESOLUTIONS SUBMITTED FOR THE APPROVAL OF THE OGM:		FOR	AGAINST	ABSTAIN
1.	Approval of the standalone financial statements for 2019 financial year, based on the discussions and the reports presented by the Board of Directors, the Chairman of the Board and the financial auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the appropriation of the net profit of the financial year 2019, as per the proposals of the Board of Directors, in one of the two options:	FOR	AGAINST	ABSTAIN
	2.1 Option I The appropriation of the net profit of the financial year 2019, in the amount of RON 159,494,532 on the following destinations: - Dividends RON 25,727,118, representing a gross dividend of RON 0.05 /share Approval of the date of October 8, 2020 as the dividend payment date. The distribution of dividends to shareholders will be made in accordance with the legal provisions and the payment costs will be borne by the shareholders of the net dividend amount. - Other reserves RON 133,767,414. In case of the approval of this distribution of profit, it becomes obsolete and it is removed from the agenda of the EGM convened for April 27 (28), 2020, the proposal for the approval a buyback program for the reduction of company's share capital (Program I), included on topic 3 of the agenda of the said meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2.2 Option II Approval of the appropriation of the entire net profit of the year 2019, in the amount of RON 159,494,532 to Other Reserves , for own financing sources, to support a buyback program. From its own financing sources as provided by law, the Company will conduct a buyback program for 15,000,000 shares, to reduce the share capital by the cancelation of the repurchased shares. The buyback program will be conducted in accordance with the applicable legal provisions, having the following main characteristics: - Minimum price per share: RON 0.1; - Maximum price per share: RON 4.9665; - Duration of the program: maximum 18 months from the date of publication of the resolution in the Official Gazette of Romania Part IV. In case of the approval of this distribution of profit, it is submitted for the approval of the EGM convened for April 27 (28), 2020 the resolution of topic 3 on the agenda of this general meeting regarding the execution of the buyback program for the reduction of company's share capital (Program I).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the consolidated financial statements for the year ended on December 31, 2019, based on the discussions and the reports presented by the Board of Directors and the financial auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the discharge from liability of the members of the Board of Directors for the activity carried out during the financial year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of the Budget of revenues and expenses and Activity Program for the financial year 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval, for the financial year 2020, of maintaining the remuneration due to the members of the Board of Directors in the amount approved by the resolution of the ordinary general meeting of shareholders of April 26, 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of maintaining the general limits of all additional remunerations for the Board of Directors the general limits of directors' remuneration to 0.42% of annual average net asset value.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of the date September 22, 2020 as the registration date (September 21, 2020 as ex-date), in accordance with the provisions of Article 86 par. (1) of Law no. 24/2017 and of ASF Regulation no. 5/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 25, 2020, 10:00 hours.

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 shareholders that are legal entities 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);

COMPLETING THE SPECIAL EMPOWERMENT

The procedure for completing the special empowerment form is available on company's website 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 25.04.2020, 10:00 a.m., 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 until 25.04.2020 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.