

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 51,746,072.40

SPECIAL EMPOWERMENT FORM for legal entities**Extraordinary General Meeting of Shareholders (EGM) of 10/11.03.2020**

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 EGM, representing% of the total voting rights in EGM, 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 EGM to be held on 10.03.2020, 10:00 hours (first call), or on 11.03.2020, 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 20.02.2020 (the reference date), as follows:

RESOLUTIONS SUBMITTED FOR THE APPROVAL OF THE EGM FOR THE TOPICS PROPOSED BY THE BOARD OF DIRECTORS:		FOR	AGAINST	ABSTAIN
1.	The election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviș, Eugen Ioan Cristea and Daniela Vasi, with the identification data available at the company's headquarters, which will verify the fulfilment of all the formalities required by the law and the constitutive act for holding the meeting and will prepare the minutes of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	The election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the extraordinary general meeting of shareholders, consisting of Laurentiu Riviș, Eugen Ioan Cristea, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of amending the Company's Articles of Association, to correlate with the provisions of Law no. 243/2019 on alternative investment funds, amending and supplementing certain normative acts (AIF Law), as follows: - in Art. 3, the paragraphs (3), (4), (5) and (6) concerning the holding limits of 5% of Company's share capital are removed, so Art. 3 to be read as follows: "Art. 3 Share capital and shares <i>(1) The share capital of the company amounts to RON 51,746,072.40 and is divided into 517,460,724 shares of RON 0.10 each, appropriated per shareholders as shown in the records entered in the shareholders' registry.</i> <i>(2) The shares issued by the company are registered, of equal values, issued in dematerialized form and grant equal rights to their holders. The nominal value of a share is of RON 0.10. The shares are indivisible, and the company recognizes a sole representative for exercising the rights attached to a share."</i> The amendment of Art. 3 of the Articles of Association shall take effect from July 24, 2020, the date of repeal of art. 286 ¹ of Law no. 297/2004, according to art. 81 paragraph (3) of Law no. 243/2019, viz. at the fulfilment of the term of 6 months from the entry into force of Law no. 243/2019 on alternative investment funds, amending and supplementing certain normative acts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of March 27, 2020 as the registration date (March 26, 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"/>

RESOLUTIONS SUBMITTED FOR THE APPROVAL OF THE EGM FOR THE TOPICS PROPOSED BY THE SHAREHOLDERS:		FOR	AGAINST	ABSTAIN
5.	Approval of reducing the company's share capital by cancelling a number of 72,842,636 shares held by SIF MUNTENIA SA, OPUS - CHARTERED ISSUANCES SA / AA LUXEMBOURG and ROUMANIAN STRATEGY FUND AA / Vaduz according to art. 107 ¹ in relation to 104 ¹ par. (3) of Law no. 31 / 1990R, with the amount of RON 7,284,263.6, from RON 51,746,072.40 to RON 44,461,808.8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of the suspension of the voting right for a number of 72,842,636 shares held by SIF MUNTENIA SA, OPUS - CHARTERED ISSUANCES SA / AA LUXEMBOURG and ROUMANIAN STRATEGY FUND AA / Vaduz until the registration of the share capital reduction.	<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 March 8, 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 08.03.2020, 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 08.03.2020 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.