

## DRAFT RESOLUTIONS FOR THE EGM OF MARCH 10 (11), 2020

The Extraordinary General Meeting of Shareholders of Societatea de Investiții Financiare Banat-Crișana S.A., with the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the share capital,

With the Agenda published in the Official Gazette of Romania, part. IV, no. ..., in ... newspaper no. ... .., the local newspaper ... no. ... .., on Company's website [www.sif1.ro](http://www.sif1.ro) and on Bucharest Stock Exchange website,

With the required quorum and majority provided by law and by Company's Articles of Association, recorded in the minutes of the extraordinary general meeting, decides:

### **Topic 1 on the Agenda**

#### **Draft resolution:**

Approval of the election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurențiu 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, with ... ..% votes for, ... ..% votes against and ... ..% abstain from the total of ... .. votes expressed.

### **Topic 2 on the Agenda**

#### **Draft resolution:**

Approval of 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 Laurențiu Riviș, Eugen Ioan Cristea, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Topic 3 on the Agenda**

#### **Draft resolution:**

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**

*(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.*

*(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."*

The amendment of Art. 3 of the Articles of Association shall take effect from July 24, 2020, the date of repeal of art. 286<sup>1</sup> 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.

The resolution was approved with ... ..% votes for, ... ..% votes against and ... ..% abstain from the total of ... .. votes expressed.

### **Topic 4 on the Agenda**

#### **Draft resolution:**

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, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

**Topic 5 on the Agenda****Draft resolution:**

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<sup>1</sup> in relation to 104<sup>1</sup> 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, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

**Topic 6 on the Agenda****Draft resolution:**

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, , with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

**CHAIRMAN OF THE EGM  
BOGDAN-ALEXANDRU DRĂGOI**