

DRAFT RESOLUTIONS FOR THE EGMS OF OCTOBER 10/11 2016

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 Bursa newspaper no. ..., the local newspaper Jurnal Arădean no. ..., posted on Company's website www.sif1.ro and on Bucharest Stock Exchange website,
With the required quorum and majority provided by law and by Company's bylaws, recorded in the minutes of the extraordinary general meeting, decides:

Item 1 on the Agenda

Draft resolution:

Approval of the reduction of the capital of SIF Banat-Crișana SA, pursuant to art. 207 par. (1) letter c) of Law no. 31/1990, from RON 54,884,926.80 to RON 52,000,000, following the cancellation of a number of 28,849,268 own shares acquired by the company, in the buy-back program. Subsequently to the reduction, the share capital of SIF Banat-Crișana SA will have a value of RON 52,000,000, divided into 520,000,000 shares with a value of RON 0.10 /share. Article 3 par. (1) of the Articles of Incorporation is amended as a result of the capital reduction and shall read as follows:

"The share capital of the company amounts to RON 52,000,000 and is divided into 520,000,000 shares of RON 0.10 each, allotted to shareholders as results from the records entered in the shareholders' register."

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

Item 2 on the Agenda

Draft resolution:

Approval of running a program to repurchase its own shares ("Program") by the Company, in compliance with applicable legal provisions and having the following features:

- (i) The program's purpose: The Company will repurchase shares under the program to reduce its share capital.
- (ii) The maximum number of shares that may be repurchased: 20,000,000 shares at most;
- (iii) The minimum price per share: RON 0.50;
- (iv) The maximum price per share: RON 3.41;
- (v) Program Duration: 12 months after publication of the decision in the Official Gazette of Romania, Part IV;
- (vi) The shares acquired under the program will be paid from sources permitted by law.

Besides its main characteristics, the program will include other requirements provided by law and which are not listed above. The acquisition of shares under the program 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, the Board will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above requirements.

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

Item 3 on the Agenda

Draft resolution:

Approval of October 27, 2016 as the registration date (October 26, 2016 as ex-date), in accordance with the provisions of Article 238 paragraph (1) of Capital Market Law no. 297/2004,

CNVM Regulation no. 6/2009 and CNVM Regulation no. 1/2006, with ...% votes for, ...% votes against and ...% abstain from the total of votes expressed.

Item 4 on the Agenda

Draft resolution:

Approval of the empowerment (with authority to be substituted) of Mr. Bogdan-Alexandru Drăgoi, Chairman of the Board of Directors, and Mr. Octavian Avrămoiu, Vice-Chairman of the Board of Directors, to sign the necessary documents in order to carry out all procedures and formalities with the Financial Supervisory Authority, Trade Register or wherever necessary for the purpose of implementing the resolutions of the general meeting of shareholders, with ...% votes for, ...% votes against and ...% abstain from the total of votes expressed.

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