

ITEM 2 OF THE OGM AGENDA

Approval of allocation of net profit achieved in 2016, as proposed by the Board of Directors, in one of the two options:

SIF Banat-Crişana attempts to keep a balance between the remuneration of shareholders by dividend and the need to finance new investment with the reinvested profits. The strategy for the preservation of this balance aims to increase the long-term investment attractiveness for SIF Banat-Crişana shares, while keeping the potential of company's future development, ensuring the increase of the value created for shareholders.

Remuneration of shareholders by dividend distribution, by reinvesting the profit, or by buyback of won shares, may bring, on medium and long term, additional benefits for shareholders.

The individual financial statements prepared under IFRS for the financial year 2016 present the following results:

	[RON]
Total assets	2,110,189,328
Total liabilities	155,943,243
Total equity	1,954,246,085
Profit before income tax	84,301,479
Net profit	81,362,701

Consistent with the objective of maximizing total return to Company's shareholders, and considering the program for the repurchase of 20,000,000 own shares, approved by the EGM on 11.10.2016, that will be executed in the next period, the Board of Directors proposes for the approval of shareholders the allocation of net profit achieved in 2016 in one of two options:

OPTION I:

The Board of Directors proposes the allocation of net profit for the financial year 2016, in the amount of RON 81,362,701, on the following destinations:

- **Dividends RON 31,080,000, representing gross RON 0.06 per share**
- **Other reserves RON 50,282,701**

Approval of a gross dividend/share of RON 0.06 represents a distribution rate of 38% of net profit.

The Board of Directors submits for the approval of the general meeting of shareholders the payment costs to be borne by the shareholders of the net dividend amount.

Following the decision of the general meeting of shareholders to distribute dividends, SIF Banat-Crişana will remind the shareholders, before the payment date, through an advertisement/press release, the following information: the value of dividend per share, ex-date, registration date, payment date and payment of dividend through Depozitarul Central (Central Depository), participants and payment agent. The advertisement will be published on company's website, www.sif1.ro, and at least in one national newspaper. At the same time, in a standardized format, through the reporting systems for corporate events – STP (Straight Through Processing) – of Depozitarul Central (as per CNVM Regulation no. 1/2006 and CNVM Regulation no. 13/2005) is sent the information regarding the registration date and ex-date, payment date, gross dividend/share, immediately reaching the participants connected to the system (such as SSIFs/brokers and custodians).

According to the legal applicable obligations (Law 297/2004, Art. 146, par. 5¹ and Art. 224 and CNVM/ASF Regulation no. 1/2006, Art. 106¹ – with subsequent amendments) dividend payment is made through Depozitarul Central and the participants, *the issuer appointing a financial institution as payment agent*.

According to applicable legal provisions (Law no. 297/2004 (art. 238), CNVM/ASF Regulation no. 6/2009 and CNVM/ASF Regulation no. 1/2006 (art. 129² and art 129³), corresponding to item 2 on the agenda regarding the dividend proposal, the general meeting of shareholders must set a **payment date**.

The payment date is the calendar date when the distributions of income corresponding to securities holdings, consisting in cash or securities, becomes certain (art. 2 letter g) of CNVM/ASF Regulation no. 6/2009).

Payment date must be set so that this date falls on a working day at least 15 days after the registration date (art. 129³ of CNVM/ASF Regulation no. 1/2006.)

Given the proposal on item 8 of the OGM Agenda to set the registration date on August 11, 2017 (August 10 as ex-date), it is proposed the date of **September 4, 2017**, as the payment day for the dividends.

OPTION II:

The Board of Directors proposes the allocation of the entire net profit for the financial year 2016, in the amount of RON 81,362,701, to *Other reserves*, for own financing sources.

RESOLUTION SUBMITTED FOR THE APPROVAL OF OGM on item 2 of the agenda
– proposed by the Board of Directors

Option 1:

Approval of

a) The allocation of the net profit for the financial year 2016, in the amount of RON 81,362,701, on the following destinations:

- Dividends RON 31,080,000, representing RON 0.06 gross per share
- Other reserves RON 50,282,701

b) The payment costs are borne by the shareholders of the net dividend amount.

c) The dividend payment to the shareholders is made in accordance with the legal provisions.

Approval of the date of September 4, 2017, as the dividend payment date.

Option 2:

Approval of the allocation of the net profit for the financial year 2016, in the amount of RON 81,362,701, to *Other reserves*, for own financing sources.