

## DRAFT RESOLUTIONS FOR THE EGM OF APRIL 20 (21), 2017

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 Articles of Association recorded in the minutes of the extraordinary general meeting, decides:

### Item 1 on the Agenda

Draft resolution:

1. Approval of the amendment of the Articles of Association as follows:

- Art. 7 par. (13) letter c) is amended to read as follows: *"c) submits for the approval of the general meeting of shareholders the modification of budget of revenue and expenditure, as per the fluctuations in the economy";*

- Art. 7 par. (15) shall be amended to read as follows: *"(15) The Board of Directors delegates some of its powers to directors (executives), establishing at the same time their remuneration, within the general limits approved by the General Meeting of Shareholders. Company's executives shall meet the minimum requirements regarding integrity, qualifications and experience as prescribed by the regulations and laws in force."*

- The introduction in the Art. 7 of a new paragraph, paragraph (21), which shall read as follows: *"(21) The Board of Directors has the responsibility to ensure the establishment and implementation of corporate governance principles regarding, but not limited to:*

*a) the strategic management of the company and fulfilling the set objectives;*

*b) formulation of company's business plan and evaluation of the financial position thereof;*

*c) ensuring that an appropriate framework to verify the information submitted to the regulatory and supervisory entity, upon request, concerning specific actions undertaken by the company and the verification of the manner the specific law is applied concerning the submitting of reports to regulatory and supervisory entity;*

*d) the adequacy, efficiency and update of risk management system;*

*e) the adequacy, efficiency and update of internal control-compliance system, to ensure its independence from operational and organizational and support structures within the company;*

*f) compliance with the requirements concerning outsourcing / delegating operational activities or functions;*

*g) establishing and reviewing the remuneration policy so as to ensure that all commitments relating to remuneration are correctly and responsibly structured and that the remuneration policy allows and promotes an effective risk management without leading to risk-taking exceeding the company's risk tolerance;*

*h) establishing the communication strategy with stakeholders, complying with the legal requirements;*

*i) establishing relevant criteria for monitoring the results of the executive management and the company as a whole and to annually evaluate the application of the criteria;*

*j) approval of company's risk appetite and tolerance limits, and the procedure for identifying, assessing, monitoring, managing and reporting the significant risks the company is or might be exposed to;*

*k) ensuring the preparation and implementing of clear action plans ensuring business continuity and for emergency situations and their bi-annual evaluation in order to eliminate risks or minimize them;*

*l) ensuring the development of ethical and professional standards to ensure a professional and responsible behaviour in the company in order to prevent the occurrence of conflicts of interest."*

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

**Item 2 on the Agenda****Draft resolution:**

Approval of May 12, 2017 as the registration date (May 11, 2017 as ex-date), in accordance with the provisions of Article 238 par. (1) of 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.

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