



# **SIF BANAT-CRIȘANA**

**SOCIETATE DE INVESTIȚII FINANCIARE**

GENERAL MEETING OF SHAREHOLDERS  
— **APRIL 20 (21), 2017** —  
**PROCEDURE ON ORGANIZING AND CONDUCTING THE GMS**

The following is an English translation provided for shareholders' reference and convenience. In the event that the English version of this procedure differs from the Romanian version, the latter prevails

## CONTENTS

1. Information regarding the convening	3
2. Methods for exercising the voting right	3
3. Information regarding direct participation	4
4. Procedure for voting through a representative	5
5. Procedure for voting by correspondence	10
6. Procedure for secret vote. Election of the administrators	13
7. Procedure for voting in the meeting room. Regulations for conducting the GMS	14
8. Technical matters concerning the organization of GMS	15
9. Contact addresses	17

## 1. Information regarding the convening

The Board of Directors (i.e. administrators) of Societatea de Investiții Financiare Banat-Crișana S.A. (hereinafter “SIF Banat-Crișana” or the “Company”) convened the Ordinary General Meeting of Shareholders (“OGM”) for April 20, 2017, 10:00 hours (all times refer to the Romanian time), and the Extraordinary General Meeting of Shareholders (“EGM”) for April 20, 2017, 12:00 hours, at Company’s headquarters in Arad, 35A Calea Victoriei.

Should the statutory quorum not be met on the first call, the OGM is convened for April 21, 2017, 10:00 hours, respectively the EGM for April 21, 2017, 12:00 hours, at Company’s headquarters in Arad, 35A Calea Victoriei, with the same agenda.

SIF Banat-Crișana has complied with the legal provisions regarding the advertisement of the notice for convening the two general meetings of shareholders (“GMS”):

The Convening Notice was:

- submitted to the Romanian Financial Supervisory Authority (ASF) – Financial Instruments and Investments Sector and Bucharest Stock Exchange;
- submitted for publication in the Official Gazette of Romania part IV;
- published in the national newspaper *Bursa* no. 46 (5870)/10.03.2017 and local newspaper *Jurnal Arădean* no. 7783/10.03.2017;
- published on SIF Banat-Crișana’s website [www.sif1.ro](http://www.sif1.ro) and on Bucharest Stock Exchange website.

The Extraordinary General Meeting of Shareholders of April 25, 2016, approved the amendments to the articles of association for the company. Pursuant to the legal regime applicable, in this case Art. 228 of CNVM Regulation no. 15/2004, changes to the instruments of incorporation enter into force after their approval by the Financial Supervisory Authority.

Given the above mentioned, the Company informs shareholders for the elaboration of this procedure, the provisions of the articles of association in the form approved by ASF until this date were considered.

## 2. Methods for exercising the voting right

Only the persons registered as shareholders of the Company in the register of shareholders kept by Depozitarul Central S.A. at the end of office on April 3, 2017, considered as **the reference date**, are entitled to participate and vote at these GMS.

SIF Banat-Crișana shareholders may exercise their voting rights as follows:

- (i) **directly** – attending in person the general meeting
- (ii) **by a representative with special or general empowerment**
- (iii) **by correspondence**

The shares issued by SIF Banat-Crișana give equal rights for every holder.

Pursuant to art. 286<sup>1</sup> par. (1) of Law no. 297/2004 on the capital market, as amended by Law no. 11/2012, any person may acquire with any title or may hold, alone or together with persons acting in concert, shares issued by the Company, not exceeding 5% of the share capital.

Voting right is suspended for the shares held by shareholders in excess of this limit, pursuant to art. 286<sup>1</sup> par. (2) of Law no. 297/2004 and CNVM/ASF Instruction no. 6/2012 issued pursuant to art. 286<sup>1</sup> of the Law no. 297/2004.

### 3. Information regarding direct participation

The shareholders may attend in person (direct participation) the GMS, their access being permitted by simply proving of their identity, as follows:

**a. individual shareholders** – upon presenting the identity document (identity card/passport); the identity document presented by the shareholder shall enable his / her identification in the list of SIF Banat-Crişana's shareholders at the reference date issued by Depozitarul Central S.A.

**b. legal persons shareholders or entities without legal personality (unincorporated entities)** – upon presenting:

(i) a findings certificate (in Romanian: "certificat constatator"), in original or true copy, issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, allowing for the identification thereof in the list of SIF Banat-Crişana's shareholders as at reference the date issued by Depozitarul Central S.A;

(ii) 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 a findings certificate issued by the Trade Register, presented in original or a true copy thereof, or any other document in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, attesting the capacity of legal representative.

The documents attesting the capacity of legal representative of the shareholders legal entities have to be issued no more than 3 months before the date of the publication of the convening notice for shareholder's 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.

(iii) the identity document of the legal representative (ID card/passport);

(iv) for entities without legal personality (unincorporated entities), there shall be presented a certified copy of an official document proving the capacity as representative of the corporate body that administrates the respective entity with no legal personality (e.g. authorization issued by the Financial Supervisory Authority or a similar authority in other state).

**c. shareholders without exercise capacity (legal competence)** – upon presenting the identity document of the legal representative and the document attesting the power of representation.

**d. representatives empowered by special or general empowerment** – upon presenting:

(i) the identity document (ID card/passport) of the empowered representative;

(ii) copy of the special empowerment or general empowerment granted by the shareholder;

(iii) proof of representative quality according to art. 243 para. (6<sup>5</sup>) of Law no. 297/2004, in case of representatives with general empowerment (power of attorney).

The identification of the shareholders or their representatives shall be performed prior to entering the GMS meeting room.

Every shareholder / representative shall be identified by a Company employee, upon presenting the aforementioned documents, at one of the workstations placed at the entrance to the meeting room.

After proving the identity and the capacity of shareholders as at the reference date, according to the data in the register of SIF Banat-Crișana's shareholders as at the reference date issued by Depozitarul Central S.A., the shareholders / representatives are handed the forms for voting in the meeting room (one for open vote and one for secret vote), and their access to the meeting room is allowed.

## 4. Procedure for voting through a representative

Shareholders may cast their vote in the GMS through representatives, by special empowerment or by general empowerment (power of attorney).

### **General provisions for voting through representative**

Shareholders may be represented in the GMS by other persons, by means of a special empowerment or by a general empowerment (power of attorney).

For this type of voting, the shareholders must use:

a) the special proxy form (in Romanian or English) provided by the Board of Directors of the Company, prepared pursuant to ASF Regulation no. 6/2009, as amended by ASF Regulation no. 3/2015, or

b) a general empowerment (power of attorney), drawn up pursuant to the provisions of GEO no. 90/2014 amending and supplementing Law no. 297/2004 on the capital market and by ASF Regulation no. 3/2015.

Legal persons shareholders or unincorporated entities (entities without legal personality) participating in the GMS by someone other than their legal representative must use a special empowerment or a general empowerment (power of attorney).

Representatives may be:

- other SIF Banat-Crișana shareholders as at the reference date or other persons than shareholders. In both cases, *the special empowerment has to bear the shareholder's handwritten signature legalized by a notary public.*

- other persons than shareholders, in this case *the special empowerment must be authenticated by a notary public*, pursuant to art. 6 para. (14) from Company's bylaws;

- an intermediate as defined in art. 2 para. (1) pt. 14 of Law no. 297/2004 or a lawyer, provided the shareholder has the quality of being their client, this situation only applies to general empowerments (powers of attorney).

### **Representing shareholders under a special empowerment**

The Company make available to shareholders special empowerment forms both in Romanian and in English, the shareholders might use either the Romanian form, or the English form.

The special empowerment form contains binding elements set by ASF Regulation no. 6/2009, as amended by ASF Regulation no. 3/2015.

The special empowerment forms can be requested from the Company's headquarters or its branch office or can be downloaded from SIF Banat-Crişana's website, [www.sif1.ro](http://www.sif1.ro), in section *Investor Relations/Events/ General Meetings of Shareholders April 20/21, 2017*.

The special empowerment is valid only for the GMS convened for April 20 (21), 2017, and the representative shall vote in accordance with the voting instructions given by the appointing shareholder, under the penalty of cancellation of the vote otherwise.

A person acting as a representative may represent several shareholders.

If a representative has special empowerments granted by several shareholders, he/she is entitled to vote for a shareholder differently than for another shareholder.

The person representing several shareholders upon special proxies casts the shareholders' votes by totalling the number of votes "for", "against" and "abstain", without offsetting them. The votes so cast shall be validated in the GMS by the Secretaryship of the GMS, based on the original copy of the special empowerment submitted to the Company (pursuant to Art. 16 of ASF Regulation no. 6/2009).

#### *Appointing the representative*

The shareholder is the one who appoints the representative granting a special empowerment.

For the special empowerment to be effective, it is mandatory that the representative attends the GMS. Should the shareholder personally attend the GMS, his/her personal attendance revokes the special empowerment previously granted.

Prior to submitting the special empowerment, shareholders may notify the Company about the appointment of a representative by sending an e-mail at **aga@sif1.ro**.

Generally, a shareholder may authorize one representative to represent him/her in GMS. However, the special empowerment allows the nomination of an alternate representative to ensure representation of the shareholder in GMS, in case the principal representative mentioned above is unable to fulfill his/her mandate.

#### *Instructions for completing a special empowerment*

a. Shareholders shall fill in the special empowerment in 3 (three) counterparts: a copy for the shareholder, another copy for the representative and another one that must be registered at SIF Banat-Crişana headquarters no later than April 18, 2017, 10:00 a.m., deadline term mentioned in the Convening Notice.

b. The shareholder completes the personal identification data requested in the form (for foreign individuals or legal persons, in the box for Personal Identification Code (CNP), respectively Unique Registration Code (CUI) has to be completed the registration number in Shareholders' Register (NIN code);

c. The shareholder completes the boxes regarding the identification data of the appointed representative: (i) for individual representative: full name, CNP - for Romanian citizens, respectively passport series and number - for foreign citizens; (ii) for legal person representative: full name of the company, CUI - for legal persons, respectively the registration number in Shareholders' Register (NIN code) – for nonresident legal persons, and the identification data of the legal representative of the legal person, Romanian or foreign, as the case may be;

d. The shareholder votes on the special empowerment by marking an "X" in the box corresponding to the voting option: "For", "Against" or "Abstain". If more than one box is marked on an item of the Agenda, the respective vote will be null. If all boxes are left blank, the vote will be considered as unexpressed.

e. The shareholder must give to the representative the special empowerment with the voting options marked for each item on the agenda. Discretionary voting is not allowed.

f. The special empowerment has to bear the handwritten signature of the individual shareholder, respectively of the legal representative of the legal person, stamped if it is the case, and dated.

*Documents accompanying the special empowerment:*

a) For **individual shareholders**: certified copy of the shareholder's identity document, enabling his / her identification in the list of SIF Banat-Crişana shareholders as at the reference date issued by Depozitarul Central SA, and a certified copy of the identity document (ID card or passport) of the representative of the shareholder; the copies have to be certified by the shareholder by his / her handwritten signature on each page of the copies submitted.

b) For **legal persons shareholders**:

(i) a findings certificate (in Romanian: "certificat constatator"), in original or true copy, issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, allowing for the identification thereof list of SIF Banat-Crişana's shareholders as at the reference date issued by Depozitarul Central SA;

(ii) 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 a findings certificate / similar documents presented hereinbefore.

The documents attesting the capacity of legal representative of the shareholders legal entities have to be issued no more than 3 months before the date of the publication of the convening notice for shareholder's 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.

(iii) for entities without legal personality (unincorporated entities), shall be presented a certified copy of an official document proving the capacity as representative of the corporate body that administrates the respective entity with no legal personality (e.g. authorization issued by the Financial Supervisory Authority or a similar authority in another state).

(iv) the copy of the identity document of the representative (the person empowered by special proxy) (ID card/passport);

c) Notarial documents: *the special empowerment shall bear the shareholder's / shareholder's legal representative authenticated handwritten signature*. If the special empowerment is authenticated outside of Romania, it must be also endorsed with an apostille (superlegalization).

*Submitting the special empowerments to the Company*

Shareholder exercising the right to vote upon a special empowerment is required to send the special empowerment to the Company with the requested accompanying documents, either:

- **in original** – submitted or sent by any type of courier services to company's headquarters in Arad, Calea Victoriei 35A, so it might be registered at the company no later than April 18, 2017, 10:00 a.m. for the purpose of verifying the identity of shareholders, subject to losing the voting right in case of default; in this case, the special empowerment containing the shareholder's instructions for voting shall be inserted in an envelope writing on it clearly and with capital letters: "SPECIAL EMPOWERMENT – NAME, SURNAME / CORPORATE NAME OF THE SHAREHOLDER, PERSONAL IDENTIFICATION CODE / UNIQUE REGISTRATION CODE"; this envelope together with the rest of the accompanying documents shall be sent to the company

in an envelope having clearly written, in capital letters "PENTRU AGA / FOR GMS" (besides the address of the recipient)

- **by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001** on the electronic signature, sent to aga@sif1.ro no later than April 18, 2017, 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.

#### *Requirements for the special empowerments*

If a shareholder has submitted to the Company several special empowerments for the GMS, the most recently dated revokes the prior ones.

The special empowerments may not be taken into consideration in any of the following cases:

- a. are not submitted to the Company in original or 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 April 18, 2017 at 10:00 a.m.;
- b. do not bear the shareholder's handwritten signature legalized by a notary public;
- c. are not accompanied by the documents provided in this section;
- d. do not contain shareholder's identification data and/or his / her handwritten signature;
- e. do not contain identification data for the representative (the person to whom the empowerment is being granted)
- f. other forms that the ones provided by SIF Banat-Crişana were used.

The votes cast on special empowerments shall be annulled for procedural faults in the following situations: (i) are illegible; (ii) contain contradictory or confusing options; (iii) are expressed conditionally.

Votes with procedural faults shall not be taken into consideration for the covered items on the agenda, but the number of shares held by such shareholder will be taken into consideration for calculating the quorum present.

#### **Representing shareholders under a general empowerment (power of attorney)**

Shareholders may grant a general empowerment (power of attorney) generally valid for a period **not exceeding three years**, allowing the designated representative to vote on all issues discussed in the general meeting of shareholders provided that the general empowerment (power of attorney) is given by the shareholder, as a client, to an intermediary as defined in Art. 2 para. (1) pt. 14 of Law no. 297/2004, or to a lawyer.

Shareholders may not be represented in the general meeting of shareholders, on a general empowerment (power of attorney), by a person who is in a conflict of interest, pursuant to art. 243 para. (6<sup>4</sup>) of Law no. 297/2004, that might arise in particular in one of the following cases:

- a) is a majority shareholder of the company, or other entity controlled by such shareholder;
- b) is a member of an administrative body, management or supervisory board of the



company, of a majority shareholder or of a controlled entity as provided in subparagraph a);

c) is an employee or an auditor of the company, or of a majority shareholder or controlled entity, as provided in subparagraph a);

d) is the spouse, relative or kind to the fourth degree, of one of the individuals referred to in subparagraph a) to c);

The proxy cannot be substituted by another person. Given that the proxy is a legal person, it may exercise the mandate it received by any person belonging to the administrative or management body or by its employees, according to the endorsement in the empowerment and the proofs of that respective quality of the representative (pursuant to art. 243 para. (6<sup>5</sup>) of Law no. 297 /2004.)

#### *Requirements for the general empowerments*

General empowerments (power of attorneys) must contain the following information, pursuant to Art. 15<sup>1</sup> para. 1 of ASF Regulation no. 6/2009, amended by ASF Regulation no. 3/2015:

a) Identification data for the shareholder, allowing the reliable identification in shareholders' register as at the reference date, issued by Depozitarul Central;

b) Identification data for the representative (the one to whom the empowerment -power of attorney - is being granted) and an express statement that he/she/it is either an intermediary as defined in Art. 2 para. (1) pt. 14 of Law no. 297/2004, or a lawyer;

c) the date of empowerment and the period of validity, under the law; empowerment bearing a later date having the effect of revoking the empowerments previously dated;

d) the statement that the shareholder empowers the representative to attend and vote on his behalf by general empowerment (power of attorney) in the general meeting of the whole holding of the shareholder as at the reference date, stipulating explicitly the company / companies for whom the said empowerment (power of attorney) is being used.

General empowerments (power of attorneys) **shall be submitted to the company 48 hours before the general meeting, (deadline for lodging April 18, 2017, 10:00 a.m.)** in copy, including the mention of compliance with the original, under the representative's handwritten signature (pursuant to art. 243 para. (6<sup>3</sup>) of Law no. 297 / 2004); True/certified copies of the empowerments (power of attorneys) are kept by the company, mentioning this in the minutes of the GMS.

The company shall accept a general empowerment (power of attorney) for participating and voting in the general meeting of shareholders given by a shareholder, as a client, to an intermediate as defined in Art. 2 para. (1) pt. 14 of Law no. 297/2004, as amended and supplemented, or to a lawyer, without requesting additional documents concerning such a shareholder if the general empowerment complies with the provisions of Art. 17<sup>1</sup> of CNVM Regulation no. 6/2009, as amended by ASF Regulation no. 3/2015, signed by such shareholder and accompanied by an affidavit given by the intermediary's legal representative or by the lawyer who received empowerment through the general empowerment (power of attorney), affirming that:

(i) the empowerment is given by that shareholder as a client, to the intermediary or, where appropriate, to the lawyer;

(ii) the general empowerment (power of attorney) is signed by the shareholder, including by attachment of electronic signature, if the case;

(iii) the empowered person is not in any of the situations of conflict of interest under the

provisions of Art. 234 para. (6<sup>4</sup>) of Law no. 297/2004.

The affidavit given by the legal representative of the intermediary or by the lawyer who received the empowerment by general empowerment (power of attorney) should be submitted to the company along with the general empowerment (power of attorney) in original, signed and, where appropriate, stamped, no later than 48 hours prior to the general meeting of shareholders (April 18, 2017, 10:00 am) for first use.

The general empowerments (powers of attorney) may not taken into consideration in any of the following cases:

a) were not submitted to the Company at least 48 hours before their first use at the company (pursuant to Art. 243 para. (6<sup>3</sup>) of Law no. 297 / 2004);

b) do not contain the information required by art. 15<sup>1</sup> par. 1 of ASF Regulation no. 6/2009, as amended by ASF Regulation no. 3/2015, mentioned above.

Pursuant to Art. 15<sup>1</sup> par. 2 of ASF Regulation no. 6/2009, as amended by ASF Regulation no. 3/2015, the general empowerment (power of attorney) ceases by:

(i) the revocation, in written, by its principal shareholder sent to the company no later than the deadline for submission of empowerments applicable to an extraordinary or ordinary general meeting held in the company, written in Romanian or English, or

(ii) the principal shareholder losing the quality of shareholder as at the reference date applicable to an extraordinary or ordinary general meeting held in the company, or

(iii) the proxy losing the quality of intermediary or lawyer.

## 5. Procedure for voting by correspondence

Shareholders may exercise their voting right in GMS by correspondence, casting their votes prior to the date of the GMS.

For this type of voting shareholders must use the forms for the vote by correspondence approved by the Board of Directors and made available by the Company. Forms are issued both in Romanian and in English, shareholders can use either the form in Romanian, or the form in English.

The forms for voting by correspondence are provided at company's headquarters, company's branch office or can be downloaded from SIF Banat-Crişana's website, [www.sif1.ro](http://www.sif1.ro), section *Investor Relations > Events > General Meetings of Shareholders convened for April 20 (21), 2017*.

### *Instructions for completing the correspondence voting form*

a) Shareholders shall fill in the identification data required by the form; in case of foreign individuals or foreign legal entities in the field for CNP, respectively CUI, the registration number in shareholders's register (NIN code) has to be completed;

b) The shareholder casts the vote by marking an "X" in the appropriate voting option: For, Against or Abstain. If for the same item of the Agenda the shareholder marks with "X" two or all three options, the respective vote will be null. If no voting option is marked with "X" the vote will be considered as unexpressed.

c) The correspondence voting form has to be handwritten signed by the shareholders as follows: (i) in the case of individual shareholders - handwritten signature of the shareholder on the voting form; (ii) in the case of legal persons, the correspondence voting form has to be handwritten signed by the legal representative of the legal person.

**Note:** If the voting form is to be sent by post or courier, the shareholder's signature, either natural or legal person, must be certified (legalized) on the correspondence voting form by a notary public. Correspondence voting forms legalized outside Romania must be endorsed with an apostille (superlegalization).

d) The correspondence voting forms must be dated by the shareholder.

Voting by correspondence may be expressed by a representative only where he/she/it has received from the shareholder they represent a special/general empowerment that has to be submitted to the Company pursuant to Art. 243. (6<sup>^</sup>3) of Law no. 297/2004 and with the provisions of this procedure.

*Documents accompanying the correspondence voting form:*

a) for **individual shareholders** - certified copy of the shareholder's identity document, enabling his / her identification in the list of SIF Banat-Crișana shareholders as at the reference date issued by Depozitarul Central SA;

b) For **legal persons shareholders:**

(i) a findings certificate (in Romanian: "certificat constatator"), in original or true copy, issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, allowing for the identification thereof in the list of SIF Banat-Crișana's shareholders as at the reference date issued by Depozitarul Central S.A.;

(ii) 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 a findings certificate / similar documents mentioned hereinbefore.

The documents attesting the legal representative capacity for the legal person shareholder shall be no older than 3 months as from the date of the publication of the Convening Notice for the GMS. 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

(iii) for entities without legal personality (unincorporated entities), there shall be presented a certified copy of an official document proving the capacity as representative of the corporate body that administrates the respective entity with no legal personality (e.g. authorization issued by the Financial Supervisory Authority or a similar authority in another state).

c) The documents in original representing the legalization of shareholders' handwritten signature by a notary public – for all the cases the correspondence voting form was sent to the Company by post or courier, unless it was sent under a general empowerment granted to an intermediary or to lawyer, as required by law and this procedure. The correspondence voting forms authenticated outside of Romania must be endorsed with an apostille (superlegalization).

*Submitting the correspondence voting forms:*

Subject to losing the voting right in case of default, the correspondence voting forms duly filled in and signed by the shareholders, together with all the accompanying documents, must be submitted to the Company to be registered **no later than April 18, 2017, 10:00 hours**, using one of the following methods:

- **in original, with shareholder's handwritten signature legalized by a notary public** - the correspondence voting form sent by post or courier service to Company's headquarters in Arad, Calea Victoriei 35A, in order to verify the shareholders' identity, subject to losing the

voting right in case of default; in this case the correspondence voting form shall be inserted in an envelope writing on it clearly and with capital letters: "CORRESPONDENCE VOTING FORM – NAME, SURNAME / CORPORATE NAME OF THE SHAREHOLDER, PERSONAL IDENTIFICATION NUMBER / UNIQUE REGISTRATION CODE"; this envelope, along with the rest of the accompanying documents shall be sent to the Company in an envelope clearly written in capital letters "FOR GMS / PENTRU AGA";

- **by e-mail, with the extended electronic signature incorporated in accordance with Law no. 455/2001** on the electronic signature, at aga@sif1.ro 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.

#### *Requirements for correspondence voting forms*

If a shareholder voted by sending several corresponding voting forms for the GMS, the most recently dated revokes those previously submitted or sent.

If a shareholder voted by sending a correspondence voting form, but then attends the general meeting either personally or through a representative, the correspondence vote shall be annulled. In this case only the vote expressed personally or through the representative in the meeting room of the GMS shall be taken into consideration.

If the person representing the shareholder through personal participation in the general meeting is other than the person which has cast his vote by correspondence, then for the validity of his/her vote has to provide at the meeting a written revocation signed by shareholder or the representative who cast his vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the general meeting.

The corresponding voting forms may not be considered valid in any of the following cases:

- a) are not registered at the Company in original or 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 **April 18, 2017, 10:00 a.m.**
- b) are not accompanied by the documents requested by this chapter;
- c) are not handwritten signed by the shareholder, with the shareholder's signature legalized by a notary public;
- d) do not comply with the approved procedure for the identification of the shareholder;
- e) other correspondence voting forms than those provided by the Company were used.

The null voting forms are not counted when calculating the presence quorum.

The votes cast on corresponding voting forms shall be annulled because of procedural faults in the following situations: (i) are illegible; (ii) contain conflicting or confusing options; (iii) are expressed conditionally.

Votes with procedural faults shall not be taken into consideration for the covered items on the agenda, but the number of shares held by such shareholder will be taken into consideration for calculating the quorum present.

## 6. Procedure for secret vote. Election of the administrators

The election of the administrators (i.e. members of the Board) and the financial *auditor shall be done by secret ballot*, according to article 130, para. (2) of Law no. 31/1990 and article 6, par. (20) of the Company's bylaws.

On item 7 of the Agenda of the OGM, requiring secret ballot, the shareholders that are present or represented at the GMS session shall use only the means of voting provided by the Company for voting, ensuring the secrecy of voting, and shall not under any circumstances openly vote by a show of hands.

In case of votes cast by correspondence prior to the GMS, the votes cast by shareholders shall only be revealed to the GMS secretariat, at the moment the other votes secretly cast by the shareholders present or their representatives of shareholders attending the meeting are known.

The company makes sure by the internal procedures adopted that the vote of shareholders expressed on the agenda items requiring secret ballot remains confidential.

At the OGM convened for April 20 (21), 2017, the Agenda contains the election a Board of Directors (administrators) consisting of 5 members.

Candidates for the office of administrator (board member) may be nominated either by the current members of the Board of Directors (administrators), either by shareholders, pursuant to Art. 117, para (6) and Art. 137<sup>1</sup> in Law no. 31/1990.

The deadline for submitting candidatures is March 17, 2017, 16:00 hours, as mentioned in the Convening Notice of the GMS.

The listing of candidates on ballot papers (voting forms in the meeting room, correspondence voting forms, and special empowersments) is the chronological order of submitting the application files.

The candidates are listed on the ballot papers on Item 7 of the Agenda. These documents are drafted so that shareholders can express their vote "For", "Against" or "Abstain" for each candidate in the list.

The vote is expressed by marking an "X" in the corresponding box for each candidate, according to the voting option: "For", "Against" or "Abstain". The voting option "For" shall be marked for no more than **5 candidates**.

The Secretariat of GMS will count the valid votes expressed by the shareholders and representatives attending the meeting and the votes expressed by correspondence, according to the option "For", "Against" and "Abstain" for each candidate.

Shall be declared elected **the first 5 (five) candidates** ranked in descending order of the number of votes "For" obtained, provided that the votes obtained represent 50% plus one of the total valid votes cast in the general meeting of shareholders.

## 7. Procedure for voting in the meeting room. Regulations for the conduct of the GMS

At the general meeting of shareholders may participate only the shareholders registered in the SIF Banat-Crişana shareholders' register as at the reference date, or their representatives appointed pursuant to this procedure.

Other persons than those previously mentioned (i.e. from newspapers, TV etc.) may enter the meeting room only with the express permission granted by the chairman of the meeting.

The access of shareholders or their representatives, entitled to attend the general meeting of shareholders is allowed by proving their identity. Before entering the meeting room, the appointed employees of the Company verify the identity of the shareholders and / or the quality of representation.

After registering their presence, the shareholders or their representatives are being given:

- for the OGM session, three voting forms / ballot papers with the stamp of the Company: a voting form for secret voting (item 7 on the Agenda), a voting form for the other items on the Agenda and a voting form for the election of OGM secretaries;

- for the EGM session, two voting forms / ballot papers with the stamp of the Company: a voting form for the items on the Agenda and a voting form for the election of EGM secretaries.

By registering their personal presence of shareholders at GMS, the correspondence voting forms and special / general empowerments that were submitted to the Company are revoked, as the shareholders are going to vote in the session of the GMS.

On the day and time determined in the Convening Notice, the session of the GMS is opened by the Chairman of the Board of Directors, who will chair (lead) the meeting according to statutory provisions (Art. 6 para. 25 of SIF Banat-Crişana bylaws).

The Chairman of the GMS proposes the assembly the election of the secretaries of the meeting from the attending shareholders. Election of the secretaries is made by the shareholders attending the meeting by nominating them on the form received upon entering the room. The first three will be elected secretaries in order of nominations supported by the largest number of votes.

The Chairman of the GMS will appoint, from the Company's employees, one or several technical secretaries, to fulfil their duties pursuant to the legal provisions.

To validate the proceedings of the GMS, the secretariat ascertains the quorum present based on the attendance lists and the documents submitted by the Technical Commission for the vote by correspondence.

Each item on the GMS Agenda, written on the voting form/ballot paper, shall be presented at the meeting. Shareholders will vote on the voting form each resolution put to the vote. The ballot papers are drawn so that shareholders can express their vote "For", "Against" or "Abstain" for each item on the Agenda. Voting is done by marking an "X" on the corresponding option to vote "For", "Against" or "Abstain".

If an representative has distinct empowerment forms granted by several shareholders, he/she is entitled to vote for a shareholder differently as from another shareholder. The person representing several shareholders based on special empowerment votes for the persons he/she is representing by aggregating the number of votes "for", "against" and "abstain", without offsetting them. The votes so cast shall be validated by GMS Secretariat upon consulting the copy

of the special empowerment form submitted to the Company (according to Art. 16 of CNVM Regulation no. 6/2009).

The votes cast by correspondence shall be centralized by the technical secretariat and revealed only to the GMS secretariat, at the moment when the other secret votes cast by the shareholders present or shareholders' representatives attending the meeting are known, corresponding to each resolution on the agenda.

GMS Secretariat shall sum the valid votes cast by shareholders and representatives present and votes cast by correspondence, according to the options "For", "Against" or "Abstain" for each resolution on the agenda.

GMS Secretariat shall mention in the minutes of the meeting the votes unexpressed and the votes annulled, stipulating the reason for the annulment.

Voting forms containing procedural faults (are illegible, contain contradictory or confused options or are expressed conditionally) will not be taken into account when counting for the passing of the resolution corresponding to the item on the Agenda to which they relate to.

GMS Secretariat shall record the final result of the vote in the minutes of the meeting. The final result of the vote, for each resolution on the Agenda, will be communicated to the shareholders present and will be recorded in the minutes of the meeting. The Company will publish on its website, [www.sif1.ro](http://www.sif1.ro), the voting results for each resolution adopted by the GMS, no later than 24 hours after the end of the GMS.

For the validity of deliberations and passing the resolutions of the GMS, the statutory provisions shall be observed. Pursuant to the provisions of Art. 6 para. (16) and (17) of SIF Banat-Crişana's Articles of Association, to validate the proceedings of the Ordinary General Meeting, the first call requires the presence / representation of shareholders representing at least a quarter of the share capital and the decisions to be taken with the majority of the votes held by the shareholders present or represented at the meeting. If the validity requirements are not met, the general meeting of shareholders shall be held at the second call, and may deliberate on the issues on the agenda regardless of the capital represented by the shareholders present, and decisions are taken by majority.

Pursuant to Art. 6 para. (18) of SIF Banat-Crişana's Articles of Association, to validate the proceedings of the extraordinary general meeting, the first call requires the presence of shareholders representing at least a quarter of the total number of voting rights, and for the subsequent convenings, the presence of at least a fifth of the total number of voting rights. Decisions are taken by majority of votes held by shareholders present or represented. Decision to change the main business activity of the company, to reduce or increase the share capital, to change of legal form, the merger, division or dissolution of the company shall be taken by a majority of at least two thirds of the voting rights held by shareholders present or represented.

## 8. Technical matters concerning the GMS

### **Technical measures to ensure the security, confidentiality and integrity of data**

- a) Ensuring the security of the internal network of the Company and server database is resolved by a firewall; the server room is secured and access is restricted to system administrators;
- b) Backup equipment is used and backup for the database and recovery plan in case of disaster are provided;
- c) SSL encryption of communication with the e-mail server;
- d) Monitoring of any operations on e-mail server and databases;

e) The information system is developed in-house and meets the following requirements of the regulations in force:

- separation of user roles based on the operations that are allowed to execute in the database;
- separation of applications and access to them on different levels depending on user access rights;
- setting a minimum number of users for the applications used in registering and counting the votes;
- operators responsible with entering voting data in the system do not have access to information regarding: the total number of votes recorded, entries of votes from other operators, data summarizing the outcome of the vote;
- centralized data on votes cast prior the GMS (by printed / electronic correspondence voting forms) are disclosed only during the meeting of the assembly (GMS), after the technical secretariat introduced the votes cast by the shareholders in the meeting room.

SIF Banat-Crişana has implemented the Information Security Management System (ISO 27001), certified by United Registrar of Systems Ltd. UK (accredited by United Kingdom Accreditation Service).

#### **Technical committee**

The Board of Directors of the Company has appointed a technical committee responsible for the correspondence voting and to verify the empowerment forms for the GMS ("Committee"), consisting of legal advisers, IT specialists / operators. Upon Decision of the Board, a Chairperson of the Committee was appointed and responsibilities for each member of the Committee were set.

*The Committee has the following duties:*

- a. ensuring distribution, receiving and registering at the company of the correspondence voting forms and special / general empowerment forms;
- b. the verification and centralization of correspondence voting forms and special / general empowerment forms submitted to the Company;
- c. the preparation of minutes containing the the conclusions of the Committee on: (1) voting forms recorded at the Company and their verification result (valid, annulled); (2) information on the total number of votes cast by correspondence in order to determine the conditions of quorum; (3) the results of voting by correspondence for summary data for each item on the Agenda; (4) the number of votes annulled and the respective motivations; (5) the result of verification of empowerment forms; (6) other relevant information from the Committee's work;
- d. to submit the GMS Secretariat for inspection the special empowerment forms / documents for correspondence voting;
- e. preservation of documents securely and ensuring the confidentiality or votes cast by correspondence and the content of the empowerment forms;
- f. archiving documents and databases managed at the end of GMS.

Members of the Committee are bound to safely keep and ensure the confidentiality of information they have access to as members of the Committee, by signing a "confidentiality agreement" in this respect.

*Duties of the members of the Committee:*

- a) ensuring full confidentiality of the shareholders' identification data, of the shareholders'



holdings as at the reference data, of the votes submitted by the shareholders and any other information in the possession of which they will come as a result of the exercise of their duties within the Committee;

b) compliance with the legal regime of professional secrecy, applicable to confidential information they will come upon as a result of the exercise of their duties within the Committee;

c) compliance with the procedure approved by the Board on the organization and conduct of the GMS;

d) interdiction on using the confidential information, directly or indirectly, in other purpose than specified in the procedures approved by the Board;

e) taking all necessary and reasonable measures to prevent disclosure of confidential information to which they have access to, to any other person unauthorized to receive such information, and to prohibit unauthorized access thereto;

f) prohibition to make copies of documents containing confidential information or to reproduce their contents in any way.

## 9. Contact addresses

### **Societatea de Investiții Financiare Banat-Crișana S.A.**

**Headquarters:** 35A Calea Victoriei, 310158, Arad

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The version prepared in Romanian of this procedure (which is the original and binding version) was approved by the Board of Directors of SIF Banat-Crișana on March 8, 2017.

The reference documents for the drafting of this procedure: Law 297/2004, Law 31/1990, Law 10/2015, Law 268/2015, GEO 32/2012, GEO 90/2014, ASF Regulation 9/2014, CNVM Regulation 1/2006, CNVM Regulation 6/2009, ASF Regulation no. 3/2015, ASF Regulation no. 11/2015, EC Directive 36/2007, ASF Instruction 6/2012, CNVM Decision 92/2008, Law 455/2001, internal procedures approved by the Board of Directors of SIF Banat-Crișana.

Chairman of the Board of Directors  
**Bogdan-Alexandru Drăgoi**

Vice-Chairman of the Board of Directors  
**Octavian Avrămoiu**