

DRAFT RESOLUTIONS FOR THE OGM OF APRIL 26 (27), 2018

The Ordinary 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., 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 ordinary general meeting, decides:

Item 1 on the Agenda

Draft resolution:

Approval of the separate financial statements for the financial year 2017, based on the discussions and reports presented by the Board of Directors, the Chairman of the Board and the Financial Auditor, with% votes for,% votes against and% abstain from the total of votes expressed.

Item 2 on the Agenda

Draft resolution – option I:

Approval of the appropriation of the net profit for the financial year 2017, in the amount of RON 69,553,195, on the following destinations:

- Dividends RON 51,746,072.40, representing RON 0.10 gross per share

Approval of the date of October 12, 2018 as the dividend payment date. The distribution of dividends to shareholders will be made in accordance with the legal provisions and the payment costs will be borne by the shareholders of the net dividend amount.

- Other reserves RON 17,807,122.60

In case of the approval of this distribution of profit, it becomes obsolete and it is removed from the agenda of the EGM convened for April 26 (27), 2018, the proposal for the approval a buyback program for the reduction of company's share capital (Program I), included on item 2 of the agenda of the said meeting.

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

Draft resolution – option II:

Approval of appropriation of the entire net profit for the year 2017, in the amount of RON 69,553,195 to Other Reserves, to support a buyback program.

From its own financing sources as provided by law, the Company will conduct a buyback program for 17,460,724 shares, to reduce the share capital by the cancelation of the repurchased shares. The buyback program will be conducted in accordance with the applicable legal provisions, having the following main characteristics:

- Minimum price per share: RON 1;

- Maximum price per share: RON 4.81;

- Duration of the program: maximum 18 months from the date of publication of the resolution in the Official Gazette of Romania Part IV.

In case of the approval of this distribution of profit, it will be submitted for the approval of the EGM convened for April 26 (27), 2018 the resolution on item 2 on the agenda of this general meeting, regarding the execution of the buyback program for the reduction of company's share capital (Program I).

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

Item 3 on the Agenda**Draft resolution:**

Approval of the consolidated financial statements for the year ended December 31, 2017, based on the discussions and the reports presented by the Board of Directors, the Chairman of the Board and the financial auditor, with ...% votes for, ...% votes against and ...% abstain from the total of ... votes expressed.

Item 4 on the Agenda**Draft resolution:**

Approval of the discharge from liability of the Board of Directors for the activity carried out during financial year 2017, with ...% votes for, ...% votes against and ...% abstain from the total of ... votes expressed.

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

Approval of the Budget of revenues and expenses and the Activity Program for the year 2018, with ...% votes for, ...% votes against and ...% abstain from the total of ... votes expressed.

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

Approval, for the financial year 2018, of maintaining the monthly remuneration due to the members of the Board of Directors in the amount approved by the resolution of the ordinary general meeting of shareholders of April 26, 2016,, with ...% votes for, ...% votes against and ...% abstain from the total of ... votes expressed.

Item 7 on the Agenda**Draft resolution:**

Approval of the general limits of all additional remunerations set for the members of the Board of Directors to 0.3% of the average annual net asset value and the general limits of the directors' remuneration to 0.14% of the average annual net asset value, with ...% votes for, ...% votes against and ...% abstain from the total of ... votes expressed.

Item 8 on the Agenda**Draft resolution:**

Election of Ionel Marian CIUCIOI as administrator (member of the Board of Directors) on the vacant seat in the Board of Directors, for a term of office equal to the remaining period until the expiry of the term of office of the administrators in office, respectively until 24.04.2021, with ...% votes for, ...% votes against and ...% abstain from the total of ... votes expressed.

Item 9 on the Agenda**Draft resolution:**

Approval of September 21, 2018 as the registration date (September 20, 2018 as ex-date), in accordance with the provisions of Article 86 par. (1) of Law no. 24/2017, of CNVM Regulation no. 6/2009 and of CNVM Regulation no. 1/2006, with ...% votes for, ...% votes against and ...% abstain from the total of ... votes expressed.

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