

ITEM 6 OF THE OGM AGENDA

Approval of the remuneration due to the members of the Board of Directors for the financial year 2019.

SIF Banat-Crişana is managed by a Board of Directors composed of 5 members, elected by the shareholders' general meeting for a period of four years, with the possibility to be re-elected.

The Board of Directors has decision-making powers regarding the management of the Company in the interval between the general meetings of the shareholders, except for the decisions that the law or the Articles of Incorporation provide for them exclusively for the general meeting.

Pursuant to the provisions of Art. 111 par. (2) letter c) and those of Art. 153¹⁸ par. (1) of Law no. 31/1990, as amended and supplemented, setting the remuneration due for the current financial year for the Board members is on the competence of the Ordinary General Meeting of Shareholders.

The Board of Directors has the following main responsibilities:

- Decides and periodically reviews the general investment policy of the Company
- Convenes the general meetings of shareholders and coordinates the organization and holding of the meeting abiding the law
- Implements the decisions of the general meeting of shareholders
- Submits for the approval of the general meeting of shareholders, within the legal term, the reports on the company's business, the financial statements, profit appropriation, the activity plan and draft budget for the current year
- Submits for the approval of the general meeting of shareholders the revision of the budget of revenues and expenses based of economy's fluctuations
- Reports to the Financial Supervisory Authority and the regulated market on which the company is listed, under the signature of Company's representatives, the information required by the regulations in force, compliant with the terms and the requested content
- Appoints and recalls the Directors (Executives) of the Company and decides their remuneration
- Delegates the management of the Company pursuant to the legal provisions
- Approves the limits of competence decisions on Company's operations
- Approves the contract with the depositary, with the company keeping the Company's shareholders' registry, pursuant to the regulations in force, and the financial auditor
- Approves the Company's Organization Chart, Internal Regulations, Internal Rulebook and system procedures
- Approves the Strategic Plan and the Annual Internal Audit Plans; analyses the internal audit reports and takes the appropriate measures
- Approves the plan for the investigation of the Internal Control department; analyses the reports prepared by the Internal Control department and takes the appropriate measures
- Approves the prospectuses and advertising materials when issuing own shares
- Authorizes the initiation and execution of public tenders for own shares

- Decides on the marketing tactics and strategy
- Analyses the reports prepared by the financial auditor
- Analyses the activity reports of the company's functional compartments
- Analyses the transaction reports made on behalf of the Company
- Establishes methods for evaluating portfolio performance
- Approves the methods for the valuation of assets
- Ensures that the Company has an IT system that allows keeping the records of market prices for each asset in the portfolio, the net asset value, of unit net asset value for the regulated reporting periods, the calculation method for all charges, fees and charges owed, keeping the history of these operations for a minimum of five years
- Implements processes to identify, assess, and respond to potential risks that may affect the Company's goals
- Approves policies, methodologies and procedures for identifying, assessing, monitoring and control of significant risks
- Approves the classification of information in the privileged and confidential information categories and the measures for their management
- Authorizes associating, partnerships and membership of the Society as a member of various associations, unions, foundations or business centres
- Approves the job title list with salary limits, salary increases at company level, salary increases and rewards to Directors
- Has the responsibility to ensure the establishment and enforcement of corporate governance principles with respect to, but not limited to:
 - the strategic management of the company and the achievement of the established objectives;
 - developing the business plan of the company and assessing its financial position;
 - ensuring that there is an appropriate framework for verifying the information submitted to the regulatory and supervisory entity, at its request, on certain actions taken by the company and verifying the application of the specific legislation on reporting to the regulatory and supervisory entity;
 - the adequacy, efficiency and updating of the risk management system;
 - the adequacy, efficiency and updating of the internal control system to ensure its independence from the organizational and operational organizational structures of the company;
 - compliance with the requirements for outsourcing / delegation of operational activities or functions;
 - establishing and analysing remuneration policies to ensure that all remuneration commitments are correctly and responsibly structured and that remuneration policy allows and promotes effective risk management without risk-taking that goes beyond tolerance company risk;
 - establishing a communication strategy with stakeholders that respects the applicable legal requirements;
 - establishing relevant criteria for monitoring the performance of the executive

management and the company as a whole, and annually assessing the way the criteria are applied.

- approving the company's appetite and limits of risk tolerance and the procedure for identifying, evaluating, monitoring, managing and reporting the significant risks to which the company is or may be exposed;
- ensure the development and implementation of clear action plans to ensure business continuity and for emergency situations, and their half-yearly assessment to eliminate or mitigate risks;
- ensuring the development of ethical and professional standards to ensure professional and responsible behaviour at company level to prevent conflicts of interest.

Ensuring a prudent and effective administration, observing the principles concerning investor protection, must guarantee the proportionality of remuneration granted with the specific responsibilities of the position, to ensure the adequate and responsible remuneration, to provide the upturn of performance, to grow the company's value, for the benefit of its shareholders.

For the financial year 2019, the Board of Directors submits for the approval of ordinary general meeting of shareholders maintaining the monthly remuneration due for each administrator (member of the Board of Directors) in the amount approved by the resolution of the ordinary general meeting of shareholders held on April 26, 2016, published in the Official Gazette of Romania, Part IV, no. 1934 of May 19, 2016.

Bogdan-Alexandru DRĂGOI

Chairman of the Board of Directors

