

## DRAFT RESOLUTIONS FOR THE EGM OF APRIL 22 (23), 2019

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. ... .., 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:

Approval of Company's carrying out a buyback program ("Program I"). Program I is to be executed only if the ordinary general meeting of shareholders convened for April 22 (23), 2019 approves the allocation of the entire net profit for the financial year 2018, in the amount of RON 77,186,227, to "Other reserves", for own financing sources, to support the repurchase of company's own shares. Program I shall be carried out in compliance with applicable legal provisions and having the following main features:

- (i) The purpose of Program I: The Company will repurchase shares under the Program to reduce its share capital.
- (ii) The maximum number of shares that may be repurchased: 15,000,000 shares at most;
- (iii) The minimum price per share: RON 0.1;
- (iv) The maximum price per share: RON 4.38;
- (v) Program Duration: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;
- (vi) Payment for the shares acquired under the Program I will be made from sources permitted by law.

Besides its main characteristics, Program I will include other requirements provided by law and which are not listed above. The acquisition of shares under Program I will be done through all market operations allowed by law, which may include public tender offers initiated by the Company, in accordance with the law. In order to implement the Program I, the Board of Directors will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.

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 Company's carrying out a buyback program ("Program II") in compliance with applicable legal provisions and having the following main features:

- (i) The purpose of Program II: The Company will repurchase shares under the Program II for the distribution free of charge to the members of the Company's management (administrators, directors) in order to build their loyalty as well and to reward their activity in the Company, according to performance criteria to be determined by the Board of Directors.
- (ii) The maximum number of shares that may be repurchased: 880,000 shares at most;
- (iii) The minimum price per share: RON 0.1;
- (iv) The maximum price per share: RON 4.38;
- (v) Program Duration: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;
- (vi) Payment for the shares acquired under the Program II will be made from sources permitted by law.

Besides its main characteristics, Program II will include other requirements provided by law and which are not listed above. The acquisition of shares under Program II will be done through all market operations allowed by law, which may include public tender offers initiated by the Company, in accordance with the law. In order to implement the Program II, the Board of Directors will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.

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 using the shares purchased under Program II for the redemption of own shares for their distribution free of charge to members of the company's management (administrators, directors) in a "Stock Option Plan", in compliance with applicable law. The Board of Directors of the company is empowered to take all necessary measures and to fulfil all the formalities required for the approval and implementation of the "Stock Option Plan".

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

### **Item 4 on the Agenda**

#### **Draft resolution:**

Approval of May 15, 2019 as the registration date (May 14, 2019 as ex-date), in accordance with the provisions of Article 86 par. (1) of Law no. 24/2017 and of ASF Regulation no. 5/2018, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

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