

TOPIC 3 ON THE EGM AGENDA

Approval of amending the Company's Articles of Association

Article 14 of SIF Banat-Crișana's Articles of Association regulates several incompatibilities concerning the exercise of the position of member of the Board of Directors and other senior management positions within the Company.

The cases of incompatibility currently governed by the articles of association have had as source various regulations applicable to regulated entities of the AOPC (non-UCITS) / financial investment company type that have undergone several changes over time, replicated and adapted under the statutory provisions of the Company.

On March 9, 2018, the Financial Supervisory Authority communicated to SIF Banat-Crișana the Authorization no. 78 / 09.03.2018 by which SIF Banat-Crișana was authorized as Alternative Investment Fund Administrator (AIFM), so that the special legislation on AIFM is currently applicable to the Company.

The legal provisions applicable to the AIFM also regulate circumstances in which persons in management positions (administrators / managers) are considered to be incompatible with these positions. By comparison, the present provisions of SIF Banat-Crișana's Articles of Association appear to be similar, but not identical, to those regulated by the legal provisions regarding AIFM. Thus, in a comparative interpretation of these provisions, one might consider the provisions of SIF Banat-Crișana's Articles of Association to contain more restrictive rules than the AIFM law applicable to the Company.

As a result, the amendment of of SIF Banat-Crișana's Articles of Association subject to the approval of the extraordinary general meeting aims to correlate the provisions of the articles of association with the provisions of the ASF Regulation no. 10/2015 on alternative investment fund management, in order to eliminate the difference of treatment and interpretation between the statutory provisions and the legal provisions, so that incompatibilities statutory regulated are no more restrictive than cases of incompatibilities regulated by law.

The current form of art. 14 of the Articles of Association reads as follows:

"Article 14 Incompatibilities.

(1) The persons elected as members of the Board of Directors must meet the requirements provided by the Law 31/1990 and capital market legislation and must not be members in another Board of Directors, supervisory board or directorate of other investment company or investment management company (SAI), to be employed or have any contractual relationship with such entity;

(2) may not hold managing positions in the company: members of the Board of a depositary, of its executive management, holders of 5% or more of the share capital of that depositary, including the persons involved;

(3) may not hold managing positions in the company: members of the board of a financial investment services company, of its executive management, holders of 5% or more of the shares of financial investment services companies including the persons involved."

The form submitted for approval to the extraordinary general meeting of shareholders is the following:

"Art. 14 Incompatibilities.

(1) The persons elected in the Board of Directors shall meet the requirements laid down in Law 31/1990 republished and the capital market legislation and not to be members of the board of directors /

supervisory board or managers / members of the executive board of another AIFM/investment management company/investment company or credit institution acting as depositary for SIF Banat-Crișana, not to be members of the board of directors/supervisory board of the SSIF with which SIF Banat-Crișana concluded a financial intermediation contract and not to be employed or have any kind of contractual relationship with another SAI or investment company, except for other entities belonging to the same group;

(2) The persons appointed as directors (managers) and the persons replacing them in office shall not be members of the board of directors / supervisory board or managers / members of the executive board of other AIFM or of credit institutions acting as depositary for SIF Banat-Crișana, not to be members of the board of directors / supervisory board, managers or members of the executive board of the investment firm (SSIF) with which SIF Banat-Crișana concluded a financial intermediation contract and not to be employed or have any kind of contractual relationship with another AIFM, except for other entities belonging to the same group"

Bogdan-Alexandru DRĂGOI

Chairman of the Board of Directors