



# **SIF BANAT-CRIȘANA**

GENERAL MEETING OF SHAREHOLDERS  
— **November 25 (26), 2021** —  
**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

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## 1. Information regarding the convening of the meeting

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 Extraordinary General Meeting of Shareholders ("EGM") for November 25, 2021, 10:00 hours (all times refer to the Romanian time), at Company's headquarters in Arad, 35A Calea Victoriei.

If the statutory quorum is not met on the first call, the EGM is convened for November 26, 2021, at 10:00 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 general meetings of shareholders ("GMS"):

The Convening Notice of the GMS was:

- submitted to the Romanian Financial Supervisory Authority (ASF) – Financial Instruments and Investments Sector and the Bucharest Stock Exchange;
- published in the Official Gazette of Romania part IV no. 4356 of 22.10.2021
- published in the national newspaper *Ziarul Financiar* no. 5786 of 25.10.2021 and in the local newspaper *Jurnal Arădean* no. 8934 of 25.10.2021;
- published on SIF Banat-Crișana's website [www.sif1.ro](http://www.sif1.ro) and on Bucharest Stock Exchange website.

## 2. The right of shareholders to introduce new topics on the agenda and to propose resolutions to be adopted

Pursuant to the provisions of Article 117<sup>^</sup>1, paragraph (1) of Law no. 31/1990, of Art. 105 par. (3) of Law no. 24/2017 and of Art. 189 of ASF Regulation no. 5/2018, one or several shareholders representing, individually or jointly, at least 5% of the Company's share capital, may request the Company's Board of Directors the introduction of additional topics on the agenda of the EGM and/or the presentation of draft resolutions for the topics included or proposed to be included on the agenda of the EGM, provided that:

(i). In case of shareholders natural persons, the requests must be accompanied by copies of the shareholder's identity document and the statement attesting the shareholder's capacity and the numbers of shares held, issued by Depozitarul Central SA or, where appropriate, by the intermediaries defined under art. 2, par. (1) pt. 19 of Law no. 24/2017, providing custodian services;

(ii). In the case of legal persons shareholders, their requests must be accompanied by:

- the original or a true copy of the findings certificate issued by the Trade Register (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than 3 months as from the date of the publication of the general meeting's convening notice, allowing the identification thereof in the Company's registry of shareholders kept by Depozitarul Central SA;
- the capacity of legal representative shall be proven with the document attesting the record of the information concerning the legal representative at Depozitarul Central, issued by Depozitarul Central or, such is the case, by the intermediaries defined as per Art. 2, par. (1) pt. 19 of Law no. 24/2017, providing custodian services.

If the shareholders' registry does not contain data on the matter of the capacity as legal representative, then this capacity 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, the document being no older than 3 months as from the date of the publication of the general meeting's convening notice, attesting the capacity of legal representative;

- the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English, performed by a certified translator;
- the statement attesting the shareholder's capacity and the number of shares held, issued by Depozitarul Central SA or, where appropriate, by the intermediaries defined under art. 2, par. (1) pt. 19 of Law no. 24/2017, providing custodian services.

(iii). Are accompanied by a justification and/or a draft resolution proposed for adoption.

(iv). Are sent and registered at the Company's headquarters in Arad, 35A Calea Victoriei, by electronic means, with an attached extended electronic signature, or by any type of courier service, with proof of delivery, **no later than November 8, 2021, 16:00 hours**, in original, signed and, if the case, stamped by the shareholders or shareholders' legal representative(s).

### 3. The right of shareholders to ask questions regarding the agenda

Shareholders have the right to submit questions to the Company concerning the topics on the Agenda of the EGM in writing form sent and registered at the Company's headquarters in Arad, 35A Calea Victoriei, by electronic means, with an attached extended electronic signature, or by any type of courier service, with proof of delivery, **no later than November 18, 2021, 16:00 hours**, in original, signed and, if the case, stamped by the shareholders or their legal representatives.

The requirements set out above in pct. 2 for proving the shareholder quality, respectively of the quality of legal representative of the shareholders requesting the inclusion of additional topics on the agenda of the EGM are also properly applied to the shareholders who ask questions about the topics on the agenda of the general meetings.

The company may also respond by formulating a general answer to questions with the same content, in the proceedings of the general meeting and by posting the answer on its website, in the "Frequently Asked Questions" section, if the requested information is of public information nature, it is not found in the informative materials for the agenda of the general meeting or in the periodical reports of the company, and do not interfere with the Company's commercial interests.

### 4. 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 November 11, 2021, considered as **the reference date**, are entitled to participate, and vote in the GMS. The formalities for holding the general meeting are related to the existing information (number of shares, share capital, shareholdings and voting rights, etc.) in the consolidated register of the Company's shareholders issued by the Central Depository S.A. Bucharest for the reference date – November 11, 2021.

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

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

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

## 5. Information regarding direct participation

The shareholders may attend in person (direct participation) the EGM. Their access is permitted by simply proving 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-Crișana'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-Crișana'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 a special or general empowerment** – upon presenting:

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

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

(iii) proof of representative quality according to art. 105 par. (16) of Law no. 24/2017, 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 EGM meeting room.

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

After proving their 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, and their access to the meeting room is allowed.

## 6. Procedure for voting through a representative

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

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

Shareholders may be represented in the EGM 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 empowerment form (in Romanian or English) provided by the Board of Directors of the Company, prepared pursuant to the provisions of Law. 24/2017 and ASF Regulation no. 5/2018, or
- b) a general empowerment (power of attorney), drawn up pursuant to the provisions Law no. 24/2017 and of ASF Regulation no. 5/2018.

Legal persons shareholders or unincorporated entities (entities without legal personality) participating in the EGM through 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 of the reference date or other persons than shareholders;
- an intermediary as defined in art. 2 par. (1) pt. 19 of Law no. 24/2017 or a lawyer, provided the shareholder has the quality of being their client, this situation only applies to general empowerments (powers of attorney);
- a credit institution providing custody services, subject to the provisions of Art. 105 par. (11) of Law no. 24/2017.

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

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

The special empowerment form contains binding elements set by Law no. 24/2017 and of ASF Regulation no. 5/2018.

The special empowerment forms can be requested from the Company's headquarters or its branch office or can be downloaded from SIF Banat-Crișana's website, [www.sif1.ro](http://www.sif1.ro), in section *Investor Relations > General Meetings of Shareholders > EGM of November 25 (26), 2021*.

The special empowerment is valid only for the EGM convened for November 25 (26), 2021, and the representative shall vote in accordance with the voting instructions given by the appointing shareholder, under the penalty of annulment of the vote otherwise.

A person acting as a representative may represent several shareholders.

If a representative has different empowerments granted by several shareholders, they are entitled to vote for a shareholder differently than for another shareholder.

The person representing several shareholders upon special empowerments 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 EGM by the Secretariat of the EGM, based on the original copy of the special empowerment submitted to the Company (pursuant to Art. 203 of ASF Regulation no. 5/2018).

*Appointing the representative*

The shareholder is the one who appoints the representative to whom a special empowerment is being granted.

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

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/them in EGM. However, the special empowerment allows the nomination of one or several substitute representatives to ensure the representation of the shareholder in EGM, in case the primary representative mentioned above is unable to fulfil their mandate. In case there are appointed several substitute representatives, there shall be established the order in which they will exercise their 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 November 23, 2021, 10:00 a.m., deadline 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), the registration number in Shareholders' Register (NIN code) has to be completed;
- 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 non-resident legal persons (if the representative is a shareholder), 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 for one topic on the Agenda, the respective vote will be considered null. If all boxes are left blank, the vote will be considered as unexpressed.
- e. The shareholder must give the representative the special empowerment with the voting options marked for each topic 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 the case), and dated.

*Documents accompanying the special empowerment:*

- a) For **individual shareholders**: certified copy of the shareholder's identity document, enabling their 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 must be certified by the shareholder by their handwritten signature on each page of the remitted copies.

b) For **legal persons shareholders:**

- (i) a findings certificate (in Romanian: "certificat constatator"), in original or true copy, issued by the Trade Register 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 of the reference date, issued by Depozitarul Central SA;
  - (ii) proof of legal representative capacity, if the shareholders' registry of 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 must be issued no more than 3 months before the date of the publication of the convening notice for shareholders' 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).

*Submitting the special empowerments to the Company*

The shareholder exercising the right to vote under 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 November 23, 2021, 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 into an envelope writing on it clearly and with capital letters: "SPECIAL EMPOWERMENT – NAME, SURNAME / CORPORATE NAME OF THE SHAREHOLDER, "PENTRU AGA / FOR GMS" (besides the address of the recipient).
- **by e-mail with the incorporated extended electronic signature in accordance with Law no. 455/2001** on the electronic signature, sent to: aga@sif1.ro no later than November 23, 2021, 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 their 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 EGM, 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 incorporated extended electronic signature in accordance with Law no. 455 / 2001 on the electronic signature, at the address aga@sif1.ro until November 23, 2021 at 10:00 a.m.;
- b. are not accompanied by the documents provided in this section;
- c. do not contain shareholder's identification data and/or their handwritten signature;
- d. do not contain identification data for the representative (the person to whom the empowerment is being granted)
- e. other forms than the ones provided by SIF Banat-Crişana were used.

The votes cast on special empowerments shall be annulled for procedural faults in the following cases: (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 respective covered topics 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) to be represented in one or several general meetings of shareholders, valid for a period **not exceeding three years**, unless the parties have expressly provided for a longer period, 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 par. (1) pt. 19 of Law no. 24/2017, or to a lawyer.

Shareholders may not be represented in the general meeting of shareholders, under a general empowerment (power of attorney), by a person who is in a conflict of interest, pursuant to art. 105 par. (15) of Law no. 24/2017, that might in particular arise in one of the following cases:

- a) is a majority shareholder of the company, or other person, 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 person 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 (empowered person) cannot be substituted by another person unless this right has been expressly conferred on them by the shareholder in the empowerment. 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 provisions of the empowerment and the proofs of that respective quality of the representative (as per Art. 105 par. (16) of Law no. 24/2017).

*Requirements for the general empowerments*

General empowerments (power of attorneys) must contain the following information, pursuant to Art. 202 par. 1 of ASF Regulation no. 5/2018:

- a) Identification data for the shareholder, allowing the certain identification in shareholders' registry as of 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 they are either an intermediary as defined in Art. 2 par. (1) pt. 19 of Law no. 24/2017, or a lawyer;
- c) the date of empowerment and the period of validity, under the provisions of 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 their behalf under the general empowerment (power of attorney) in the general meeting for the whole shareholding 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 November 23, 2021, 10:00 a.m.)** in copy, including the mention of compliance with the original, under the representative's handwritten signature (pursuant to Art. 105 par. (14) of Law no. 24/2017). 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 par. (1) pt. 19 of Law no. 24/2017, or to a lawyer, without requesting additional documents concerning such a shareholder if the general empowerment complies with the provisions of Art. 205 of ASF Regulation no. 5/2018, is 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), resulting 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 circumstances of conflict of interest under the provisions of Art. 105 par. (15) of Law no. 24/2017.

The affidavit given by the legal representative of the intermediary or by the lawyer who received the empowerment under general empowerment (power of attorney) should be submitted to the company in original, signed and, where appropriate, stamped, along with the general empowerment (power of attorney) no later than 48 hours prior to the general meeting of shareholders (November 23, 2021, 10:00 am) in case of its 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. 105 par. (14) of Law no. 24/2017);
- b) do not contain the information required by art. 202 par. 1 of ASF Regulation no. 5/2018, mentioned above.

Pursuant to Art. 202 par. 2 of ASF Regulation no. 5/2018, the general empowerment (power of attorney) ceases by:

- (i) the written revocation of the 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 of the reference date applicable to an extraordinary or ordinary general meeting held in the company, or
- (iii) the proxy (empowered person) losing the quality of intermediary or lawyer.

### **Representation of shareholders by a credit institution**

In case of a shareholder represented by a credit institution providing custodian services, this may vote in the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special or general empowerment given by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from its clients as shareholders at the reference date.

The credit institution may participate and vote at the EGM provided that it submits to the issuer a declaration on its own responsibility, signed by the legal representative of the credit institution, stating:

- a) clearly, the name / corporate name of the shareholder in whose name the credit institution participates and votes in the EGM;
- b) the credit institution provides custodian services to that shareholder.

The statement must be submitted to the company no later than 48 hours prior to the general meeting of the shareholders (November 23, 2021, 10:00 am) in original, signed and, if necessary, stamped.

## 7. Procedure for voting by correspondence

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

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. The forms are issued both in Romanian and in English, and 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-Crișana's website, [www.sif1.ro](http://www.sif1.ro), section *Investor Relations > General Meetings of Shareholders > GMS of November 25 (26), 2021*.

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

- a) Shareholders shall complete 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' 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 topic 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 bear the handwritten signature of the legal representative of the legal person.

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

Voting by correspondence may be expressed by a representative only where they have received from the shareholder they represent a special/general empowerment that has to be submitted to the Company pursuant to Art. 105 par. (14) of Law no. 24/2017 and with the provisions of this procedure or when the representative is a credit institution providing custodian services, in observance of art. 105 par. (11) of Law no. 24/2017.

The company will accept a printed correspondence voting form submitted by a shareholder for whom a credit institution provides custody services without requiring any additional documents relating to that shareholder, if the correspondence voting form is signed by a legal representative of the credit institution and is accompanied by a declaration on their own responsibility given by the legal representative of the credit institution, stating:

- clearly, the name / corporate name of the shareholder in whose name the credit institution participates and votes in the EGM;
- the credit institution provides custody services for that shareholder.

The printed correspondence voting form and the custodian's own declaration must be submitted to the headquarters of the Company in Arad, 35A Calea Victoriei, in original, signed and stamped, as appropriate, no later than November 23, 2021, at 10:00, subject to losing the voting rights otherwise.

*Documents accompanying the correspondence voting form:*

a) for **individual shareholders** - certified copy of the shareholder's identity document, enabling their 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 EGM. If these documents are prepared 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) If the vote by correspondence is expressed by a representative of the shareholder, the documents proving the power of representation (empowerment) on the basis of a special /

general empowerment or of the custody services provided by a credit institution, as detailed in this procedure.

*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 November 23, 2021, 10:00 hours**, using one of the following methods:

- **in original** - the correspondence voting form sent by post or courier service to Company's headquarters in Romania, 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 into an envelope writing on it clearly and with capital letters: "CORRESPONDENCE VOTING FORM - NAME, SURNAME / CORPORATE NAME OF THE SHAREHOLDER, "FOR GMS / PENTRU AGA";
- **by e-mail, with the incorporated extended electronic signature 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 their 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 correspondence voting forms:*

If a shareholder sent 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 in person 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 their 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 their legal representative is present at the general meeting.

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

- a) were not registered at the Company in original or by email with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, at the address aga@sif1.ro, until **November 23, 2021, 10:00 a.m.**
- b) are not accompanied by the documents requested by this chapter;
- c) do not bear the handwritten signature of the shareholder, or their representative;
- d) do not comply with the approved procedure for the identification of the shareholders;
- 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 the 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 respective covered topics on the agenda, but the number of shares held by such shareholder will be taken into consideration for calculating the quorum present.

## 8. Procedure for voting in the meeting room. Rules for the conduct of the EGM

At the general meeting of shareholders may participate only the shareholders registered in the SIF Banat-Crişana shareholders' registry 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.

Given the measures taken by the Romanian authorities related to preventing the spread of the COVID-19 virus, the Company informs the shareholders that the extraordinary general meeting of shareholders will be held with strict application of all legal provisions in force at the date of the general meeting regarding the conditions of access and the number of participants in events held indoors, depending on the decisions taken by the competent authorities.

After registering their presence, the shareholders or their representatives are being given for the EGM session an open ballot paper for voting on topics on the EGM agenda, and a voting form for the election of EGM secretaries and of the committee for counting the votes cast by shareholders on the topics on the EGM agenda.

By registering their personal presence of shareholders at EGM, 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 general meeting.

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

The Chairman of the EGM proposes the assembly the election of the secretaries of the meeting from the attending shareholders. The election of the secretaries is made by the shareholders using the ballot papers received upon entering the room or the correspondence voting forms.

The Chairman of the EGM proposes to the meeting the election of the committee for counting the votes cast by the shareholders on the topics on the agenda of the EGM. The election of the counting commission is made by the shareholders using the ballot papers form received upon entering the room or the correspondence voting forms.

The Chairman of the EGM 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 EGM, 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 topic on the EGM Agenda, printed on the voting form (ballot paper), shall be presented in the meeting. Shareholders will vote each resolution put to the vote on the voting form. The ballot papers are drawn so that shareholders can express their vote "For", "Against" or "Abstain" for each

topic on the Agenda. Voting is done by marking an "X" on the corresponding option to vote "For", "Against" or "Abstain".

If a representative has distinct empowerment forms granted by several shareholders, they are entitled to vote for a shareholder differently as from another shareholder. The person representing several shareholders based on special empowerment votes for the persons they are 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. 203 of ASF Regulation no. 5/2018).

EGM 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.

EGM 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 topic on the Agenda to which they relate to.

EGM 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, pursuant to the legal provisions.

For the validity of deliberations and passing the resolutions of the EGM, the statutory provisions shall be observed.

Pursuant to Art. 6 par. (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. The 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.

## 9. Technical matters concerning the EGM

### **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 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 recording 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 EGM (by printed / electronic correspondence voting forms) are disclosed only during the meeting of the assembly (GMS), after the technical secretariat introduced/recorded the votes cast by the shareholders in the meeting room.

### **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 EGM ("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 recording 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 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 whether conditions of quorum are met; (3) the results of voting by correspondence for summary data for each topic 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 of votes cast by correspondence and the content of the empowerment forms;
- f. archiving documents and databases operated, at the end of EGM.

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.

## 10. Recommendations in the context of the measures taken by the Romanian authorities on the prevention of spreading the COVID-19 virus

**Given the measures taken by the Romanian authorities related to preventing the propagation of COVID-19 virus, SIF Banat-Crișana recommends to shareholders, as preventive measures of protection, the following:**

- to access the informative materials for the EGM in electronic format, available on Company's website [www.sif1.ro](http://www.sif1.ro), the GMS section;
- to vote by correspondence, using the correspondence voting form made available by the Company on the website [www.sif1.ro](http://www.sif1.ro), GMS section, as an alternate method to direct participation or through a representative;
- to use as a means of communication with the Company mainly the electronic communication channels made available, using the e-mail with extended electronic signature incorporated regardless of the documents sent to the Company (proposals regarding the addition of new topics on the EGM agenda, draft resolutions, questions to the Company regarding the topics on the EGM agenda, the special or general empowerment forms for the EGM, the correspondence voting forms as well as any other documents sent to the Company related to the EGM) and to avoid sending the documents by post, courier or directly submitting them to the Company.
- to notify the Company (by e-mail sent to [aga@sif1.ro](mailto:aga@sif1.ro)) at least 10 days before the date of the general meetings should the shareholder intends to participate directly or by proxy at the OGM/EGM, to allow the Company to take all the organizational measures required in the context shown, including requesting the necessary authorizations from the public authorities competent in this matter.

## 11. Contact addresses

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

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

Telephone: +40257 304 438; Fax: +40257 250 165;

e-mail: [aga@sif1.ro](mailto:aga@sif1.ro)

**Bucharest branch office:** 46-48 Serghei Vasilievici Rahmaninov Str., 3rd floor, S2, Bucharest

Telephone: +4021 311 16 47

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 October 25, 2021.

The reference documents for preparing this procedure: Law 24/2017 republished, Law 31/1990, Law 10/2015, GEO 90/2014, Law 243/2019, ASF Regulation no. 5/2018, ASF Regulation no. 7/2020, EU Directive 36/2007, Law 455/2001, internal procedures approved by the Board of Directors of SIF Banat-Crișana.

Chairman of the Board of Directors

**Bogdan-Alexandru Drăgoi**