

## **Resolutions of the Ordinary General Meeting of Shareholders of April 28 (29), 2022**

The ordinary general meeting of **Societatea de Investiții Financiare Banat-Crișana's** shareholders, established and operating in accordance with Romanian law, (hereinafter referred to as "**SIF Banat-Crișana**" or "**SIF1**"), headquartered in Arad, 35A Calea Victoriei, registered with the Trade Register Office attached to the Tribunal of Arad under number Arad J02/1898/1992, having the Unique Registration Code 2761040, tax attribute R, number in ASF Register PJR07.1AFIAA/020007/09.03.2018 and PJR09FIAIR/020004/01.07.2021, with the subscribed and paid-up share capital of RON 51,542,236.30, gathered in the meeting held on April 28 (29), 2022 starting with 10:00 hours (Romanian time), at the first call/second call (hereinafter referred to as "**OGM**"),

### **Considering:**

- The Convening Notice submitted on March 21, 2022, to the Financial Supervisory Authority ("ASF") - Sector of Financial instruments and Investments, and the Bucharest Stock Exchange (BVB), published in the Official Gazette of Romania, part IV, no. 1203 of March 23, 2022; in the national newspaper *Ziarul Financiar* no. 5888 of March 23, 2022, in the local newspaper *Jurnal Arădean* no. 9038 of March 23, 2022, on company's website, ([www.sif1.ro](http://www.sif1.ro)), and on the website of Bucharest Stock Exchange on March 21, 2022,
- Company's Articles of Association in force as of November 10, 2020,
- Trading Companies Law no. 31/1990, republished with subsequent amendments and completions,
- Law no. 74/2015 on the managers of alternative investment funds,
- Law no. 24/2017 on issuers of financial instruments and market operations,
- Financial Supervisory Authority (ASF) Regulation no. 5/2018 on issuers of financial instruments and market operations,

### **Decides upon the topics on the OGM Agenda as follows:**

#### **Draft for Resolution no. 1**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the election of the secretaries of the works of the ordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviș, Adrian Marcel Lascu and Daniela Vasi, with the identification data available at the company's headquarters, which will verify the fulfilment of all the formalities required by the law and the constitutive act for holding the meeting, and will prepare the minutes of the meeting.**

#### **Draft for Resolution no. 2**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the ordinary general meeting of shareholders, consisting of Laurențiu Riviș, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.**

#### **Draft for Resolution no. 3**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the standalone financial statements for 2021 financial year, based on the discussions and the reports presented by the Board of Directors, the Chairman of the Board, and the financial auditor, including SIF Banat-Crișana's remuneration report for 2021, as per the provisions of art. 107, par (6) of Law no. 24/2017, republished, annex to the annual report of the Board of Directors.**

#### **Draft for Resolution no. 4 - Option 1**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the distribution of the net profit of the financial year 2021, in the amount of RON 387,001,105 on the following destinations:**

- Dividends RON 30,450,603 representing a gross dividend of RON 0.0600 /share

**Approval of the date of July 28, 2022, 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 from the net dividend amount.**

- Other reserves RON 356,550,502.

**Following the approval of this distribution of profit, it becomes obsolete, and it is removed from the agenda of the EGM convened for April 28 (29), 2022, the proposal for the approval a buyback program for 15,300,000 shares at most, for the reduction of company's share capital (Program 5), included on topic 4 of the agenda of the said meeting.**

#### **Draft for Resolution no. 4 – Option 2**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the allocation of the net profit of the financial year 2021 amounting to RON 387,001,105 to "Other reserves", as own financing sources, for the execution of a new buyback program, to reduce the Company's share capital.**

**From its own financing sources provided by law, the Company will carry out a buyback program for a number of 15,300,000 shares, to reduce the company's share capital by cancelling the repurchased shares.**

**Program 5 will be executed in compliance with applicable legal provisions and having the following main features:**

**- The minimum price per share: RON 0.1;**

**- The maximum price per share: RON 6.3981;**

**- Duration of Program 5: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;**

**Following the approval of this distribution of profit, it is submitted for the approval of the EGM of April 28 (29), 2022, the resolution on topic 4 of this general meeting regarding the execution of the buyback program for the reduction of company's share capital (Program 5).**

#### **Draft for Resolution no. 5**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the consolidated financial statements for the year ended on December 31, 2021, based on the discussions and the reports presented by the Board of Directors and the financial auditor.**

#### **Draft for Resolution no. 6**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the discharge of liability of the members of the Board of Directors for the activity carried out during the financial year 2021.**

#### **Draft for Resolution no. 7**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the Income and Expenses Budget and Activity Program for the year 2022.**

#### **Draft for Resolution no. 8**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the remuneration due to the members of the Board of Directors for the financial year 2022 in the amount approved by the resolution of OGM of April 26, 2016.**

#### **Draft for Resolution no. 9**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the general limits of all additional remunerations for the Board of Directors and the general limits of directors' remuneration for the financial year 2022 at the level established by Resolution no. 7 of the OGM of April 27, 2020.**

#### **Draft for Resolution no. 10**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the date of July 12, 2022, as the registration date (July 11, 2022, as the ex date) in accordance with the provisions of Art. 87 par. 1 of Law no. 24/2017 and ASF Regulation no. 5/2018.**

**This resolution is signed today, on April 28 (29), 2022, in Arad, in 5 original copies.**

**Bogdan Alexandru Drăgoi**

Chairman of the Board of Directors and CEO