



SIF BANAT-CRIȘANA

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CURRENT REPORT

according to Regulation no. 5/2018
and Law no. 24/2017 on issuers of financial instruments and market operations

Report date: June 2, 2020

Issuer **Societatea de Investiții Financiare Banat-Crișana SA (SIF Banat-Crișana)** | Registered office **35A Calea Victoriei, Arad 310158, Romania** | Phone **+40257 304 438** | Fax **+40257 250 165** | Webpage **www.sif1.ro** | Email **sifbc@sif1.ro** | Tax Identification Code **RO2761040** | Trade Register Number **J02 / 1898 / 02.09.1992** | Number In ASF AFIAA Register **PJR07.1AFIAA / 020007 / 09.03.2018** | Number In ASF SIIRS Register **PJR09SIIR / 020002 / 02.02.2006** | Legal Entity Identifier (LEI) **254900GAQ2XT8DPA7274** | Subscribed and paid-up share capital **RON 51,746,072.40** | Regulated market on which the issued securities are traded: **Bucharest Stock Exchange (BVB) Premium category (symbol: SIF1)**

Important event to be reported:

Convening notice for the Extraordinary General Meeting of SIF Banat-Crișana Shareholders

The following is an English translation of the Convening Notice for the Extraordinary General Meeting of SIF Banat-Crișana Shareholders. The company provides this translation for shareholders' reference and convenience. If the English version of this Convening Notice differs from the Romanian version, the latter prevails.

CONVENING NOTICE

The Board of Directors of Societatea de Investiții Financiare Banat-Crișana S.A. (hereinafter "SIF Banat-Crișana" or "the Company"), registered with the Trade Register Office of Arad Court under number J02/1898/1992 and in the ASF Register under number PJR07.1AFIAA / 020007 / 09.03.2018, having the Unique Registration Code 2761040 and the subscribed and paid-up share capital of RON 51,746,072.40, gathered in the meeting held on June 1, 2020, convenes, pursuant to art. 117 of Law no. 31/1990, the **Extraordinary General Meeting of Shareholders (EGM)** for July 6, 2020 at 10:00 hours, at the company's headquarters in Arad, 35A Calea Victoriei.

Company's share capital consists of 517,460,724 nominative shares, with nominal value of RON 0.10, dematerialized and indivisible, each share giving the right to one vote in the general meeting of shareholders, except for the shares for which voting right is suspended as per art. 286¹ par. (1) and (2) of Law no. 297/2004 and Art. 105 par. (2) of Law no. 31/1990.

Only the persons registered as shareholders of the Company in the register of shareholders kept by Depozitarul Central S.A. Bucharest at the end of June 23, 2020 (considered as reference date) have the right to participate and vote in the general meeting of shareholders.

The extraordinary general meeting of shareholders will have the following topics on the agenda:

1. The election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviș, Eugen Ioan Cristea 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 articles of association for holding the meeting, and will prepare the minutes of the meeting.

2. The election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the extraordinary general meeting of shareholders, consisting of Laurentiu Riviș, Eugen Ioan Cristea, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.

3. Approval of amending the Company's Articles of Association, to correlate with the provisions of Law no. 243/2019 on alternative investment funds, amending and supplementing certain normative acts, as follows:

- Art. 1 paragraph (2) is amended and will have the following content:

The legal form of the company is a joint stock company, established as an investment company, classified by the applicable legal provisions as Alternative Investment Fund, diversified, addressed to retail investors.

- Art. 1 paragraph (3) is amended and will have the following content:

The company is self-managed and is authorized by the Financial Supervisory Authority as an alternative investment fund manager.

- Art. 1 paragraph (4) is amended and will have the following content:

The company operates under the provisions of ordinary and special laws, concerning: closed-ended alternative investment funds, established as investment companies with legal personality, whose shares are listed on a regulated market; of alternative investment fund managers; by companies admitted to trading on a regulated market, as well as by the provisions of this Articles of Association.

- Art. 1 paragraph (5) is eliminated

- Art. 1 paragraph (6) shall be renumbered as Article 1 paragraph (5) and shall be amended to have the following content:

The company's headquarters is: Arad, 35A Calea Victoriei, Arad County. The company will be able to set up branches, subsidiaries, agencies, representative offices, as well as places of business, both in the country and abroad, in compliance with the applicable legal requirements.

- Article 1 (7) is renumbered as Article 1 paragraph (6)

- Art. 4 paragraph (1) is amended and will have the following content:

The shareholders of the company are the persons who have acquired shares of the company, in compliance with the applicable legal provisions, the proof of this quality being attested by the account statement issued by the authorized entity according to the law.

- Art. 4 paragraph (2) is amended and will have the following content:

May become shareholders of the Company persons who purchase shares on the regulated market or who acquire shares of the Company in another method allowed by law or by the Company's Articles of Association.

- The title of Art. 5 is amended and will have the following content: *Rules concerning the issue, holding, sale and repurchase of shares.*

- Art. 5 is supplemented by a new paragraph, paragraph 7, which will have the following content:

The company may repurchase its own shares, under the conditions and in compliance with the applicable legal provisions.

- Art. 6 paragraph (7) letter a) is amended and will have the following content:

the increase of the share capital, which will be carried out in compliance with the legal provisions in force;

- Art. 6 paragraph (7) letter c) is amended and will have the following content:

changing the legal form of the company and / or changing the form of administration, in accordance with the law;

- Art. 6 paragraph (7) letter (i) is amended and will have the following content:

consolidating or dividing (splitting) the nominal value of the shares;

- Art. 6 paragraph (8) letter c) is amended and will have the following content:

the establishment, or the dissolution of branches, subsidiaries, agencies, representative offices, and other places of business, as well as the organization, establishment and change of their premises, as the case may be

- Art. 6 paragraph (15) is amended and will have the following content:

Each share entitles to one vote.

- Art. 6 paragraph (19) is amended and will have the following content:

The resolutions of the ordinary or extraordinary general meeting may also be adopted based on the votes cast by correspondence and / or by another procedure for consulting the shareholders permitted by law. The Board of Directors is responsible for establishing the voting procedure in the general meetings of shareholders, within the limits provided by law.

- Art. 6 paragraph (20) is amended and will have the following content:

Resolutions of the general meeting are taken by open vote or secret ballot. Shareholders can also vote by correspondence. The secret ballot is mandatory for the election or revocation of the Board of Directors, for the taking of decisions regarding the liability of the administrators (members of the Board of Directors) and for the appointment or revocation of the financial auditor.

- Art. 6 paragraph (27) is amended and will have the following content:

The general meeting of shareholders elects one to three secretaries from among the shareholders to verify the attendance list and the representation of the shareholders, their voting rights, the fulfilment of the formalities required by law and the articles of association for holding the general meeting and to draw up the minutes of the meeting, that shall be entered in a register and signed by the chairman of the general meeting and by the secretaries. The chairman may appoint from among the company's employees one or more technical secretaries to take part in the execution of the operations provided for above.

- Art. 7 paragraph (9) is amended and will have the following content:

The notice convening the meeting of the board of directors shall be remitted to the directors (administrators) in sufficient time before the date of the meeting, the time and manner of holding the meeting being determined by the working procedures approved by the board of directors. The convening notice shall include the date, the place where the meeting will be held and the agenda. Decisions for topics that were not on the agenda may be taken only in cases of urgency. The chairman shall preside over the meetings. In the absence of the chairperson, the proceedings

shall be presided by the Vice-Chairman. The presence of at least half of the members shall be required for the decisions of the Board of Directors to be valid.

- Art. 7 paragraph (10) is amended and will have the following content:

Members of the Board may also participate in the meetings of the board of directors through the means of distance communication (e.g. teleconferencing, video conferencing, internet conferencing, etc.), which will be mentioned in the minutes of the meeting. In exceptional cases, justified by the urgency of the situation and the interests of the company, decisions of the Board of Directors, with the exception of those concerning the annual financial statements or authorized capital, may be taken by the unanimous vote in writing (including by e-mail or fax), of the members of the Management Board, without the need for an assembly of the Board of Directors.

- Art. 7 paragraph (13) is amended and will have the following content:

The Board of Directors shall decide on:

- a) the investment and development strategy and policy of the company;
- b) submits for approval to the general meeting of shareholders, within the legal term, the report on the activity, financial position and results of the company, as well as the draft budget of the company;
- c) preparation of the annual report, organization of the general meeting of shareholders and implementation of its decisions;
- d) submits for approval to the general meeting of shareholders the revision of the budget of revenues and expenses, depending on the movements in the economy;
- e) the rules of organization and functioning of the company, the policies and strategies for managing the funds;
- f) establishing the accounting policies and the financial control system, as well as approving the financial planning;
- g) establishing policies and procedures on the management of significant risks; approval of risk and risk tolerance limits;
- h) actions of acquisition, disposal, exchange or warrant of some assets from the category of fixed assets of the company, whose value exceeds individually or cumulatively, during a financial year, 20% of total fixed assets, less receivables, will be concluded by the administrators or executive directors of the company only after the prior approval of the extraordinary general meeting of shareholders in accordance with the law;
- i) the appointment and removal of executive directors as well as the establishment of their competencies;
- j) the contracts with the depositary bank, the financial auditor and with the central depository, according to the regulations in force;
- k) solves any other matters decided by the general meeting of shareholders;

- Art. 7 paragraph (18) is amended and will have the following content:

The general meeting of shareholders will annually establish the amount of the remuneration to be paid to the administrators, as well as the general limits of all additional remuneration of the administrators and of the remuneration of the (executive) directors.

- Art. 7 paragraph (20) is deleted and paragraph 21 is renumbered as paragraph 20

- Art. 9 paragraph (1) is amended and will have the following content:

The organization of the company, the organizational chart and the salary limits are approved by the Board of Directors.

- Art. 11 paragraph (1) is amended and will have the following content:

The company can acquire and hold investments only in the assets and under the conditions allowed by the regulations in force.

- Art. 11 paragraph (2) shall be amended and shall have the following content:

The investments made by the Company comply with the prudential rules provided by the applicable regulations in force.

- Art. 15 is amended and will have the following content:

Company's net assets. Net asset value will be calculated, certified, and published in compliance with the applicable regulations in force. The evaluation of the assets under company's management for the calculation of the net asset value will be performed in compliance with the legal regulations in force.

- Art. 16 paragraph (1) is amended and will have the following content:

The company will conclude a depository contract with a depository bank approved by ASF. The activities that the depository will carry out will be provided in the contract concluded between the Company and the depository.

- Art. 16 paragraph (2) is amended and will have the following content:

The depository may be replaced, in accordance with the provisions of the contract concluded between the Company and the depository and in accordance with the regulations in force, ensuring the protection of investors in this situation.

- Art. 19 paragraph (1) is amended and will have the following content:

Matters not regulated in this Articles of Association, which concern the operation of the company, merger, division, association with other companies, dissolution and liquidation, are subject to the provisions of company law, as well as special regulations on alternative investment funds and alternative investment fund managers.

- Article 19 paragraph (2) becomes paragraph 3 and the content of paragraph 2 is amended as follows:

Whenever the terms "law", "legal provisions", "legal regulations" are used in this Articles of Association, references shall be made to all regulations issued by the regulatory authority as well as to special or general legal provisions on the organization and operation of the company.

- Art. 20 paragraph (1) is amended and will have the following content:

The amendment of the articles of association will be made under the procedure provided by the regulations in force and under the conditions of the Articles of Association.

4. Approval of July 21, 2020 as the registration date (July 20, 2020 as the ex date) in accordance with the provisions of art. 86 par. (1) of Law no. 24/2017 and ASF Regulation no. 5/2018.

Pursuant to the provisions of Article 117¹, paragraph (1) of Law no. 31/1990, of Art. 92 par. (3) of Law no. 24/2017 and 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 general meeting and/or the presentation of draft resolutions for the topics included or proposed to be included on the agenda of the general meeting, provided that:

(i). In case of shareholders natural persons, the requests must be accompanied by copies of the shareholders' identity documents 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. 20 of Law no. 24/2017, providing custodian services;

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

- the original or a true copy of the findings certificate issued by the Trade Registry (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. 20 of Law no. 20/2017, 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. 20 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, by no later than June 18, 2020, 16:00 hours (Romanian time), in original, signed and, if the case, stamped by the shareholders or shareholders' legal representative. The same identification requirements mentioned above shall also be applicable to the legal representative of the shareholders addressing questions regarding the topics on the agenda of the general meeting.

Shareholders have the right to submit questions to the Company, 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 June 29, 2020, 16:00 hours (Romanian time), in original, signed and, if the case, stamped by the shareholders or their legal representatives. The requirements set out above for proving shareholder's capacity, respectively the legal representative capacity of the shareholders requesting the inclusion of additional topics on the agenda of the meeting, shall equally apply to the shareholders who ask questions about the topics on the agenda of the general meeting. The company may respond during the general meeting or by posting the response on its website in the "*Frequently Asked Questions*" section, if the requested information is of public information nature, 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.

Shareholders may exercise their voting right directly, through a representative, or by correspondence.

Shareholders may enter and attend the shareholders' general meeting after proving their identity, in the case of natural persons by presenting the identity card or, in the case of shareholders legal entities, and natural persons shareholders that are represented, by presenting the empowerment given to the natural person representing them, observing the applicable laws in the matter, the provisions of this convening notice and the procedures approved by the company's board of directors.

In the case of shareholders legal entities or bodies without legal personality, the capacity of legal representative is ascertained from the shareholders' list as at the reference date issued by Depozitarul Central SA. However, if the shareholders' registry as at the reference date has no data reflecting the legal representative capacity, 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, presented in original or a true copy thereof, 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 the shareholder's general meeting.

The documents attesting the legal representative capacity prepared in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator.

Shareholders lacking legal capacity as well as legal entities may be represented by their legal representatives, which in their turn may appoint others, by a proxy (empowerment).

Shareholders may be represented in the general meeting by other persons, by special empowerment or by a general empowerment.

For this type of voting, the special empowerment forms (prepared in Romanian or English) must be used, compliant to the provisions of applicable legislation, made available by the company's Board of Directors, or a general empowerment drawn up pursuant to the provisions of Law no. 24/2017 and ASF Regulation no. 5/2018. Shareholders legal entities or unincorporated entities participating in the general meeting by someone other than their legal representative must use a special empowerment or a general empowerment, complying with the above stated requirements.

The special empowerment forms will be available in Romanian and English starting June 4, 2020 at the company's headquarters, the company's branch office at the addresses presented herein and on company's website, www.sif1.ro.

Shareholders shall fill in and sign the special empowerment forms in three counterparts: one for the shareholder, one for the representative, and one for the company. The document for the company, filled in and signed by the shareholders, shall be personally lodged, or sent:

- by any type of courier service - the special empowerment form in original, accompanied by the necessary documents, to company's headquarters in Arad, 35A Calea Victoriei, so that it can be registered by the company no later than July 4, 2020, 10:00 hours (Romanian time), subject to losing the voting right in case of default.
- by e-mail - with extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at aga@sif1.ro no later than July 4, 2020, 10:00 hours (Romanian time), subject to losing the voting right in case of default.

The company will accept a general empowerment to participate and vote in the general meeting of shareholders, given by a shareholder, as a client, to an intermediary as defined in Art. 2 par. (1) pt. 20 of Law no. 24/2017, or to a lawyer, without requesting additional documents relating to such shareholder, if the general empowerment complies with the provisions of Art. 205 of ASF Regulation no. 5/2018, is signed by such shareholder and is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer to whom it was granted the power of representation by the general empowerment, showing that:

- (i) the empowerment is granted by such shareholder, as a client, to his/her intermediary or, where appropriate, to the lawyer;
- (ii) the general empowerment is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit given by the legal representative of the intermediary or by the lawyer to whom it was granted the power of representation by empowerment must be submitted to the company in original, signed and, where appropriate, stamped, together with the general empowerment form no later than 48 hours before the general meeting of shareholders (July 4, 2020, 10:00 hours, Romanian time), in case of its first use.

Shareholders may grant a general empowerment valid for a period not exceeding three years, allowing the designated representative to vote on all issues discussed in the general meeting of shareholders provided that the general empowerment is being given by the shareholder, as a client, to an intermediary as defined in art. 2 par. (1) pt. 20 of Law no. 24/2017, or to a lawyer.

Shareholders may not be represented at the general meeting of shareholders, based on a general empowerment, by a person who is in a conflict of interest, pursuant to art. 92 par. (15) of Law no. 24/2017.

General empowerment shall be submitted to the company 48 hours before the general meeting (no later than July 4, 2020, 10:00 hours (Romanian time), in copy, including the statement of compliance with the original, under the representative's signature.

Before submitting the special or general empowerments, shareholders may notify the company about the appointment of a representative, by sending an e-mail to: aga@sif1.ro.

Shareholders have the option to vote by correspondence prior to the general meeting of shareholders, by using the correspondence voting forms provided by the company.

The correspondence voting forms will be available in Romanian and English, beginning June 4, 2020, at company's headquarters, company's branch office, at the addresses presented herein, and on company's website, www.sif1.ro.

Subject to losing the voting right in case of default, the form for the vote by correspondence duly filled in and signed by the shareholders, together with all accompanying documents, shall be sent to company's headquarters in Arad, 35A Calea Victoriei, to be registered no later than July 4, 2020, 10:00 hours (Romanian time), as follows:

- by any courier service, the correspondence voting form in original, printed on paper;
- by e-mail - with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at: aga@sif1.ro.

In case of sending the special empowerment forms, the correspondence voting forms and the accompanying documents by post or any type of courier services, the following requirements shall be observed:

- the special empowerment or the correspondence voting form, duly filled in and signed in the original by the shareholder, shall be inserted into an envelope writing on it clearly and with capital letters: "Special empowerment / correspondence voting form – name, surname / corporate name of the shareholder";
- the above-mentioned envelope, together with the rest of the accompanying documents shall be sent to the company in an envelope having clearly written with capital letters "PENTRU AGA" / "FOR GMS".

If a shareholder voted by sending a correspondence voting form, but then attends the general meeting either personally or through a representative, the vote cast by correspondence shall be annulled. In this case, only the direct vote or the vote expressed through the representative shall be taken into consideration.

If the person representing the shareholder by personal participation in the general meeting is other than the person which has cast his vote by correspondence, then for the validity of his/her vote, will present at the meeting a written revocation signed by the shareholder or by the representative who cast his vote by correspondence. This is not necessary if the shareholder or his/her legal representative is present at the general meeting.

The Board of Directors of the Company will provide a detailed procedure for direct vote, vote by special / general empowerment, or voting by correspondence, and the documents necessary to be submitted by the shareholders in order to exercise their vote in each manner. This mandatory procedure will be available for inspection at company's headquarters office, branch office, and on company's website beginning June 4, 2020.

Shall be considered null the special/general empowerments forms and correspondence voting forms non-compliant as per the time for their transmittal to the company as mentioned in the Convening Notice and those not complying with the legal and statutory provisions and the procedure established by the Board of Directors.

If a shareholder is represented by a credit institution providing custodian services, this may vote in the general meeting of shareholders based on the voting instructions received by electronic means of communication, without the need for a special or general empowerment granted by the shareholder. The custodian shall vote in the general meeting of shareholders exclusively in accordance with, and within the limits of, the instructions received from their clients as shareholders at the reference date. In such circumstances, in order to be able to participate and vote in the general meeting, the credit institution providing custody services submits to the Company a statement on its own responsibility given by the legal representative of the credit institution, stating that:

- i) in clear, the name of the shareholder on whose behalf the credit institution attends and votes in the general meeting of shareholders;
- ii) the credit institution provides custody services for that shareholder;

Subject to losing the voting right, the voting documents together with all the accompanying documents shall be sent to the headquarters of the company in Arad, Calea Victoriei, nr. 35A to be registered until July 4, 2020, 10:00 hours, in original, by any courier service or by e-mail, at aga@sif1.ro, with embedded extended electronic signature as per Law no. 455/2001 on electronic signature.

In case there will be requests for the amendment of the agenda of the meeting and the agenda will be published in a revised form, the special empowerment forms and the correspondence voting forms will be updated and made available to shareholders from June 22, 2020.

Starting June 4, 2020, all the informative materials for the agenda and draft resolutions of the meeting will be available for the shareholders at Company's headquarters to be inspected on working days between 14:00 and 16:00 hours (Romanian time).

All the informative materials for the general meeting will be available on Company's website www.sif1.ro, as well as at SIF Banat-Crișana's headquarters office in Arad, and company's Bucharest branch office, at the following addresses:

- Headquarters, Arad, 35A Calea Victoriei, tel: +40257 304 438
- Bucharest branch, Sector 2, 46-48 Serghei Vasilevici Rahmaninov Str., 3rd floor, tel: +4021 311 16 47

Should the conditions for validity are not met on the first call, **The Extraordinary General Meeting of Shareholders (EGM)** is convened on second call for July 7, 2020, at 10:00 (Romanian time), with the same agenda and at the same venue.

Bogdan-Alexandru DRĂGOI

Chairman of the Board of Directors and CEO

Compliance Officer, Eugen Cristea