



SIF BANAT-CRIȘANA

Ordinary General Meeting of Shareholders (OGM) convened for April 28/29, 2015

### **DRAFT RESOLUTIONS OF THE OGM OF APRIL 28/29, 2015**

The Ordinary General Meeting of Societatea de Investiții Financiare Banat-Crișana's Shareholders, with the direct participation, by representative or by correspondence of the shareholders holding ... shares, representing ... % of the share capital,

With the Agenda published in the Official Gazette of Romania, part. IV, no. ..., in Bursa newspaper no. ..., ASF Bulletin – Financial Instruments and Investments Sector, Reports of the issuers no: ..., local newspaper Jurnal Arădean no. ..., posted on Company's website [www.sif1.ro](http://www.sif1.ro) and on Bucharest Stock Exchange website,

With the required quorum and majority provided by law and by own By-Laws, recorded in the minutes of the ordinary general meeting, decides:

#### **Item 1 on the Agenda**

##### **Draft resolution:**

Approval of the financial statements for the 2014 fiscal year, based on the discussions and reports presented by the Board of Directors, Vice-Chairman and the Financial Auditor, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

#### **Item 2 on the Agenda**

##### **Draft resolution:**

Approval of profit appropriation, and setting the gross dividend per share of RON... in accordance with the proposed appropriation in the 2014 financial statements and the approval of the dividend payment date as the date permitted by law, following registration date set by the general meeting of shareholders and empowerment of the Board of Directors to decide the payment methods, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

#### **Item 3 on the Agenda**

##### **Draft resolution:**

Approval of the discharge from liability of the Board of Directors for the fiscal year 2014, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

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

##### **Draft resolution:**

Approval of the Budget and the Operation Plan for 2015 fiscal year, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

#### **Item 5 on the Agenda**

##### **Draft resolution:**

Approval for the current fiscal year of maintaining the current monthly remuneration due to the members of the Board of Directors, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.



### **Item 6 on the Agenda**

#### **Draft resolution:**

Approval of the general limits of all additional remunerations set for the members of the Board of Directors to 0.3% of the average annual net asset value and the general limits of the directors' remuneration to 0.1% of the average annual net asset value, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Item 7 on the Agenda**

#### **Draft resolution:**

Election on the vacant seats of 3 (three) administrators, for a term equal to the remaining period until the expiry of their term in office of the current administrators (24.04.2017); namely:

... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed;

... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed;

... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Item 8 on the Agenda**

#### **Draft resolution:**

Election as financial auditor the company ....., with a minimum duration of the audit contract of ... years and empowering the Board of Directors to conclude the audit contract, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Item 9 on the Agenda**

#### **Draft resolution:**

Approval of August 14, 2015 as the registration date and August 13, 2015 as ex-date, in accordance with the provisions of Article 238 paragraph (1) of Capital Market Law no. 297/2004, CNVM Regulation no. 6/2009 and CNVM Regulation no. 1/2006, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Item 10 on the Agenda**

#### **Draft resolution:**

The empowerment (with authority to be substituted) of Mr. Ștefan Dumitru, administrator of the company, to sign the necessary documents in order to carry out all procedures and formalities with the Financial Supervisory Authority, Trade Register or wherever necessary for the purpose of implementing the resolutions of the general meeting of shareholders, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

**CHAIRMAN OF THE OGM  
ȘTEFAN DUMITRU**