

DRAFT RESOLUTIONS FOR THE EGMS OF AUGUST 29/30 2016

The Extraordinary General Meeting of Shareholders of Societatea de Investiții Financiare Banat-Crișana S.A., 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. ..., the local newspaper Jurnal Arădean no. ..., posted on Company's website www.sif1.ro and on Bucharest Stock Exchange website,
With the required quorum and majority provided by law and by Company's bylaws, recorded in the minutes of the extraordinary general meeting, decides:

Item 1 on the Agenda

Draft resolution:

Approval of the amendment of the Articles of Incorporation of the Company in the sense of reducing the number of the members of the Board from seven (7) to five (5) members, with effect from the date 24.04.2017 - date of expiry of their term in office of the current administrators – and the corresponding rewriting of Art. 7 (1) of the Articles of Association, which shall read as follows:
"(1) The Company is administered by a Board of Directors comprised of 5 members (administrators) elected by the general meeting for a period of 4 years, with the possibility of being re-elected. In case of vacancy of one or more administrators, the other administrators shall appoint interim administrators until the assembly of the general meeting of shareholders."

The resolution was adopted with% votes for,% votes against and% abstain from the total of votes expressed.

Item 2 on the Agenda

Draft resolution:

Approval of the amendment of the Articles of Incorporation of the Company as requested by the Financial Supervisory Authority by letter no. SI / DRA 3919 / 04.08.2016, as follows:

- Art. 11 para. (2) is amended to read as follows:

"(2) The company will perform financial investments in compliance with the prudential rules of the investment policy laid down by the regulations in force."

- Art. 7 paragraph. (15) is completed and will be as follows:

"(15) The Board of Directors (administrators) may delegate a part of his powers to directors (executives), at the same time setting their remuneration, within the overall limits approved by the General Meeting of Shareholders. Company's executives shall meet the minimum requirements regarding the integrity, qualifications and professional experience as prescribed by the regulations and laws in force."

- Art. 6 para. 8 letter b is amended to read as follows:

"b) changing the object of the company, with the exception of the company's main activity, which remain on the exclusive competence of the extraordinary general meeting."

The resolution was adopted with% votes for,% votes against and% abstain from the total of votes expressed.

Item 3 on the Agenda

Draft resolution:

Approval of September 15, 2016 as the registration date (September 14, 2016 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 4 on the Agenda**Draft resolution:**

Approval of the empowerment (with authority to be substituted) of Mr. Bogdan-Alexandru Drăgoi, Chairman of the Board of Directors, and Mr. Octavian Avrămoiu, Vice-Chairman of the Board of Directors, 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 EGMS
BOGDAN-ALEXANDRU DRĂGOI**