

ITEM 5 OF THE OGM AGENDA

Approval of the remuneration due to the members of the Board of Directors for the financial year 2017.

Pursuant to the provisions of Art. 111 par. (2) letter c) and those Art. 153¹⁸ par. (1) of Law no. 31/1990, as amended and supplemented, fixing the remuneration due for the current financial year for the Board members is on the competence of the Ordinary General Meeting of Shareholders.

The Board of Directors has the following main responsibilities:

- a) Decides and periodically reviews the general investment policy of the Company
- b) Convenes the general meetings of shareholders and coordinates the organization and holding of the meeting abiding the law
- c) Submits for the approval of the general meeting of shareholders the reports on the company's business, the financial statements, profit appropriation, the activity plan and draft budget for the current year
- d) Reviews as necessary the budget of revenues and expenses and submits it for the approval of the general meeting
- e) Reports to the Financial Supervisory Authority and the regulated market on which the company is listed, under the signature of Company's representatives, the information required by the regulations in force, compliant with the terms and the requested content
- f) Delegates the management of the Company pursuant to the legal provisions
- g) Appoints and recalls the Directors (Executives) of the Company and decides their remuneration
- h) Approves the limits of competence decisions on Company's operations
- i) Approves the contract with the depositary, with the company keeping the Company's shareholders' registry pursuant to the regulations in force, and the financial auditor
- j) Approves the strategic plan and the annual internal audit plans; analyses the internal audit reports and takes the appropriate measures
- k) Approves the plan for the investigation of the Internal Control department; analyses the reports prepared by the Internal Control department and takes the appropriate measures
- l) Decides on the marketing tactics and strategy
- m) Approves the methods for the valuation of assets
- n) Approves policies, methodologies and procedures for identifying, assessing, monitoring and control of significant risks

Ensuring a prudent and effective administration, observing the principles concerning investor protection, has to guarantee the proportionality of remuneration granted with the specific responsibilities of the position, so as to ensure the adequate and responsible remuneration, to provide the upturn of performance, to grow the company's value, for the benefit of its shareholders.

For the financial year 2017, the Board of Directors submits for the approval of ordinary general meeting of shareholders maintaining the monthly remuneration due for each administrator (member of the Board of Directors) in the amount approved by the decision of the ordinary general meeting of shareholders held on April 26, 2016.

RESOLUTION SUBMITTED FOR THE APPROVAL OF OGM at **item 5** of the agenda
– proposed by the Board of Directors

Approval, for the financial year 2017, of maintaining the monthly remuneration due to the members of the Board of Directors in the amount approved by the resolution of the ordinary general meeting of shareholders of April 26, 2016.

This is an English translation of the Informative materials for the OGM Agenda, approved by the Board of Directors of SIF Banat-Crișana. The Company provides this translation for shareholders' reference and convenience. In the event that the English version of this informative materials differ from the Romanian version, the latter prevails.