

## DRAFT RESOLUTIONS FOR THE OGM OF APRIL 20 (21), 2017

The Ordinary 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 Articles of Association, recorded in the minutes of the ordinary general meeting, decides:

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

#### **Draft resolution:**

Approval of the financial statements for the financial year 2016, based on the discussions and reports presented by the Board of Directors, the Chairman of the Board and the Financial Auditor, with ... ..% votes for, ... ..% votes against and ... ..% abstain from the total of ... .. votes expressed.

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

#### **Draft resolution – option 1:**

Approval of

a) The allocation of the net profit for the financial year 2016, in the amount of RON 81,362,701, on the following destinations:

- Dividends RON 31,080,000, representing RON 0.06 gross per share

- Other reserves RON 50,282,701

b) The payment costs are borne by the shareholders of the net dividend amount.

c) The dividend payment to the shareholders is made in accordance with the legal provisions.

Approval of the date of September 4, 2017, as the dividend payment date.

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

#### **Draft resolution – option 2:**

Approval of the allocation of the net profit for the financial year 2016, in the amount of RON 81,362,701, to Other reserves, for own financing sources, 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 financial year 2016, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

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

#### **Draft resolution:**

Approval of the Budget of revenue and expenditure and the Activity Plan for the year 2017 pursuant to the presentation materials, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

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

#### **Draft resolution:**

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, ... .., 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 0.14% 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 of the Board of Directors of SIF Banat-Crișana, consisting of 5 members, for a term of office of 4 years, with effect from the date of 24.04.2017, in the following composition:

1. ... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.
2. ... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.
3. ... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.
4. ... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.
5. ... .. with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

**Item 8 on the Agenda****Draft resolution:**

Approval of August 11, 2017 as the registration date (August 10, 2017 as ex-date), in accordance with the provisions of Article 238 par. (1) of 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.

**CHAIRMAN OF THE OGM  
BOGDAN-ALEXANDRU DRĂGOI**