

ITEM 2 OF THE EGM AGENDA

Approval of Company's carrying out a buyback program - Program 1.

The legal framework applicable to Buyback Program

SIF Banat-Crișana is established as a joint stock company. Also, the company's shares are traded on the regulated market. From this perspective, the operation of repurchasing own shares complies to the provisions of Law no. 31/1990, of the capital market legislation and of the Regulation (EU) no. 596/2014 on market abuse, and Delegate Regulation (EU) no. 1052/2016 supplementing Regulation (EU) no. 596/2014 of the European Parliament and of the Council as regards the regulatory technical standards for the conditions applicable to repurchase programs and stabilization measures.

As per the provisions of Art. 103¹ of Law no. 31/1990 on trading companies, republished, as amended and supplemented, the repurchase of shares (buyback) may take place under the following conditions:

"a) authorization for the purchase is given by the extraordinary general meeting of the shareholders, that establishes the conditions to acquire the shares, mostly the maximum number of shares which is going to be purchased, the period for which the authorization is granted and which may not exceed 18 months as from the day the decision was published in the Official Gazette of Romania, Part IV and, in case of a purchase for a consideration, their minimum and maximum equivalent value;

b) the nominal value of the own shares purchased by the company, including those already existing in its portfolio, cannot exceed 10% of the subscribed registered capital;

c) the transaction can only have as object fully paid shares;

d) the payment of the shares thus purchased shall be done only out of the distributable profits or of the available reserves of the company, as registered in the last duly approved annual financial statement, except for the legal reserves."

Pursuant to Art. 104, par. (1) letter a) of Law no. 31/1990 on trading companies, republished, as amended and supplemented, the restrictions stipulated in Art. 103¹ shall not apply to the shares purchased for the purpose of reducing the registered capital.

Pursuant to Art. 105 of Law no. 31/1990, the shares so acquired by the company shall not give the right to receive dividends for the period while they are being held by the company. As per the same article, the right to vote conferred by the shares acquired by the company shall be suspended for the period while they are being held by the company.

Art. 120 of Capital Market Law no. 297/2004 sets that the provisions regarding closed-end investment companies shall apply accordingly also to investment companies established according to the provisions of Law no. 133/1996 on the transformation of the Private Property Funds in investment companies, referred to as investment companies (SIFs). Art. 119 par. (2) of Capital Market Law no. 297/2004, applicable to closed-end investment companies, provides that *"closed-end investment companies may repurchase their own shares subject to the conditions provided by Law no. 31/1990 and in observance of the CNVM Regulations"*.

The conditions for trading under the buyback program shall be performed observing the legal provisions, among which we mention as relevant the following:

- concerning the price paid for repurchased shares in the buyback program, it cannot be higher than the higher of the price of the last independent trade and the highest current independent bid for SIF1 shares.
- in so far as volume is concerned, there cannot be purchased more than 25% of the average daily volume of the shares traded on the place the acquisition is being made;

- the details of all transactions performed shall be publicly disclosed no later than the end of the seventh daily market session following the date of execution of such transactions.

Characteristics of the Buyback program submitted for the approval of the extraordinary general meeting of shareholders

Under the provisions of Regulation (EU) no. 596/2014 on market abuse, the Company will repurchase own shares to reduce its share capital.

The minimum price to be paid per share is of RON 1 and the highest price to be paid per share is of RON 4.81. The price for each transaction shall be determined under the provisions of Regulation (EU) no. 596/2014 on market abuse. Payment for the shares acquired under the program will be made the sources provided by law, namely of distributable profits or available reserves of the company, as recorded in the last approved financial statement, except legal reserves.

Program duration will be of 18 months from the date of the publication of resolution of the extraordinary general meeting of shareholders in the Official Gazette of Romania, Part IV.

The maximum number of shares that may be repurchased is 17,460,724 shares at most.

The program will include additional requirements required by law and the acquisition of shares under the Program will run through all market operations allowed by law, which may include public tender offers initiated by the Company pursuant to the legal provisions.

In order to implement the Buyback Program, it is submitted for the approval of the extraordinary general meeting the empowerment of the Board of Directors to take all necessary measures and fulfil all formalities required for the fulfilment of the decision of extraordinary general meeting of shareholders.

Objectives of the Buyback Program I

The purpose of Buyback Program I is to cancel the shares to be repurchased by the company, followed by the corresponding reduction of company's registered share capital.

Through this Program, considered as beneficial to shareholders, the Company may absorb a limited number of shares from the market and the Program is expected to contribute to the rise of the demand for SIF1 shares, with a positive effect on the liquidity and reduction of the discount on which the shares are traded.

The main objectives of the buyback program are the reduction of the discount between the net asset value and the trading price, the upsurge of the net asset value per share and the liquidity of the SIF1 shares in the market. The execution of the buyback program creates the premises for a possible increase in shareholders' returns, on the back of the rise of stock quotes.

RESOLUTION SUBMITTED FOR THE APPROVAL OF EGM at item 2 of the agenda
– proposed by the Board of Directors

Approval of Company's carrying out a buyback program ("Program I"). Program I is to be carried out only if the ordinary general meeting of shareholders convened for April 26 (27), 2018 approves the allocation of the entire net profit for the financial year 2017, in the amount of RON 69,553,195, to "Other reserves", for own financing sources, to support the repurchase of company's own shares. Program I shall be carried out in compliance with applicable legal provisions and having the following main features:

- (i) The purpose of Program I: The Company will repurchase shares under the Program to reduce its share capital.
- (ii) The maximum number of shares that may be repurchased: 17,460,724 shares at most;
- (iii) The minimum price per share: RON 1;
- (iv) The maximum price per share: RON 4.81;
- (v) Program Duration: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;
- (vi) The shares acquired under the Program I will be paid from sources permitted by law.

Besides its main characteristics, Program I will include other requirements provided by law and which are not listed above. The acquisition of shares under Program I will be done through all market operations allowed by law, which may include public tender offers initiated by the Company, in accordance with the law. In order to implement the Program I, the Board of Directors will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.