

ITEM 2 OF THE EGM AGENDA

Approval of Company's carrying out a buyback program - Program 2.

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 (FPPs) in financial investment companies, referred to as financial 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 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 distribute free of charge to members of company's leadership (administrators, directors), in order to build their loyalty, as well as to award them for the activity carried out in the Company.

The minimum price to be paid per share is of RON 0.1 and the highest price to be paid per share is of RON 4.38. 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 880,000 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.

The purpose of Buyback Program II is to distribute free of charge to members of company's leadership (administrators, directors), in order to build their loyalty, as well as to award them for the activity carried out in the Company, pursuing the management's commitment in increasing the efficiency of the administration act.

As per item 3 of the EGM agenda, it is intended that the distribution of the shares acquired under Program II to take place within a Stock Options Plan that enables the reduction of the company's operating expenses.

Moreover, through the repurchase transactions carried out by the Company, an increase in the liquidity of the SIF1 shares is ensured during the buyback program, with possible beneficial effects in reducing the discount on which the shares are traded.

Estimated total cost of the buyback program, expected impact on shareholders' equity, sources for financing the operation

The total cost of the buyback program subject to shareholders' approval is influenced by the following main factors:

- the acquisition price of the shares to be repurchased;
- transaction costs (e.g., brokerage fees and other costs including regulatory fees);
- the number of shares to be repurchased under the program.

Depending on the above-mentioned factors, the following **assumptions** were used to estimate the potential total cost of the buyback program:

- Estimate of the *acquisition cost* of the repurchased shares in the following two scenarios: (i) the minimum price per share subject to the approval of the EGM (RON 0.1 / share); (ii) the maximum price per share subject to the approval of the EGM (RON 4.38/ share).
- Estimate of transaction costs based on the manner of acquiring the shares (e.g. direct purchase from the market or public tender offer), based on the maximum contractual and regulatory fees.
- Number of shares to be repurchased - the maximum number of shares subject to the approval of the EGM.

In view of the above, *the potential costs and impact on equity are estimated*, as detailed in the following table:

Description	minimum price subject to the approval of EGM scenario	maximum price subject to the approval of EGM scenario
Maximum number of repurchased shares	880,000	880,000
Acquisition price (RON /share)	0.1000	4.3800
Acquisition value (RON)	88,000	3,854,400
Transaction costs (RON), of which:	71,122	119,124
brokerage fees	242	10,580
other expenses	70,880	108,544
Estimated potential impact on equity (RON)	159,122	3,973,524

Note: The estimates and assumptions presented above cannot stand for future investment decisions.

From an accounting perspective, the Company records the repurchased shares at the date of the transaction as a deduction from equity, in accordance with art. 75 of the ASF Norm no. 39/2015. Repurchased own shares are recorded at acquisition cost, including brokerage fees and other transaction costs.

The implementation of this buyback program will be made from *own sources* provided by law (distributable profit and other reserves available).

The Company will adequately inform investors of the total cost of the buyback program and the impact on its equity, after the program has been run.

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 II") to be carried out in compliance with applicable legal provisions and having the following main features:

- (i) The purpose of Program II: The Company will repurchase shares under the Program II for the distribution free of charge to the members of the Company's management (administrators, directors) in order to build their loyalty as well and to reward their activity in the Company, according to performance criteria to be determined by the Board of Directors.
- (ii) The maximum number of shares that may be repurchased: 880,000 shares at most;
- (iii) The minimum price per share: RON 0.1;
- (iv) The maximum price per share: RON 4.38;
- (v) Program Duration: a maximum of 18 months after publication of the decision in the Official Gazette of Romania, Part IV;
- (vi) Payment for the shares acquired under the Program II will be made from sources permitted by law.

Besides its main characteristics, Program II will include other requirements provided by law and which are not listed above. The acquisition of shares under Program II 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 II, the Board of Directors will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.