

## DRAFT RESOLUTIONS FOR THE OGM OF JUNE 20 (21), 2019

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. ... and no. ..., in ... newspaper no. ... .. and no. ... .., the local newspaper ... no. ... .. and no. ... .., on Company's website [www.sif1.ro](http://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:

### **Topic 1 on the Agenda**

#### **Draft resolution:**

Approval of the election of the secretaries of the works of the ordinary general meeting of Company's shareholders, namely the shareholders Laurențiu Riviș, Eugen Ioan Cristea and Daniela Vasi, with the identification data available at the company's headquarters, which will verify the fulfilment of all the formalities required by the law and the constitutive act for holding the meeting and will prepare the minutes of the meeting, with ... ..% votes for, ... ..% votes against and ... ..% abstain from the total of ... .. votes expressed.

### **Topic 2 on the Agenda**

#### **Draft resolution:**

Approval of the election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the ordinary general meeting of shareholders, consisting of Laurențiu Riviș, Eugen Ioan Cristea, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Topic 3 on the Agenda**

#### **Draft resolution:**

Approval of appointing Deloitte Audit S.R.L. as financial auditor with a duration of the contract of 2 (two) years and empowerment of the board of directors to negotiate and conclude the audit contract, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Topic 4 on the Agenda**

#### **Draft resolution:**

Approval of July 10, 2019 as the registration date (July 9, 2019 as ex-date), in accordance with the provisions of Article 86 par. (1) of Law no. 24/2017 and of ASF Regulation no. 5/2018, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Topic 5 on the Agenda**

#### **Draft resolution:**

Approval of the distribution as dividends of the amount of RON 77,619,108.60 from the profit of the year 2016, allocated under the chapter "Other reserves" and unused according to the destination. The gross dividend per share is of RON 0.15 / share and the payment date July 22, 2019, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

### **Topic 7 on the Agenda**

#### **Draft resolution:**

Approval of preparing and implementing by the Board of Directors and the Executive Management of SIF Banat-Crișana S.A. of a plan of measures for the recovery of the damage created by the decision of SIF Banat-Crișana S.A not bringing a civil action in the criminal proceedings of criminal file no. 2218/D/P/2018, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

**Topic 10 on the Agenda****Draft resolution:**

Approval of revocation on a fair basis, in accordance with the provisions of art. 137<sup>1</sup> par. 4 of the Law 31/1990 of the administrators: Mr. Drăgoi Alexandru Bogdan, Chairman of the Board of Directors and Mr. Străuț Răzvan Radu, Vice-Chairman of the Board of Directors who exercises the executive management of the company: General Director (CEO) and respectively Deputy General Director. Ensuring the executive management of the company during the transition period since the revocation of the two members of the Board of Directors until the ASF has authorized the new Board of Directors by the substitutes of the General Director and Deputy General Director, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

**Topic 11 on the Agenda****Draft resolution:**

In the event of the revocation of the two members of the Board of Directors, the approval of the instruction to the remaining Board members to promptly convene the Ordinary General Meeting of the Shareholders for the election of two administrators for the completion of the Board, with ...% votes for, ...% votes against and ...% abstain from the total of ... .. votes expressed.

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