

## **Resolutions of the Extraordinary General Meeting of Shareholders of April 26 (27), 2021**

The extraordinary general meeting of **Societatea de Investiții Financiare Banat-Crișana**'s shareholders, established and operating in accordance with Romanian law, (hereinafter referred to as "**SIF Banat-Crișana**" or "**SIF1**"), headquartered in Arad, 35A Calea Victoriei, registered with the Trade Register Office attached to the Tribunal of Arad under number Arad J02/1898/1992, having the Unique Registration Code 2761040, tax attribute R, with number PJR07.1AFIAA / 020007 / 09.03.2018 in ASF Register, and the subscribed and paid-up share capital of RON 51,542,236.30, gathered in the meeting held on April 26 (27), 2021 starting with 12:00 hours (Romanian time), at the first call/second call (hereinafter referred to as "**EGM**"),

### **Considering:**

- The Convening Notice submitted on March 19, 2021 to the Financial Supervisory Authority ("ASF") - Sector of Financial instruments and Investments, and the Bucharest Stock Exchange (BVB), published in the Official Gazette of Romania, part IV, no. 1187 of 23.03.2021; in the national newspaper *Ziarul Financiar* no. 5633/23.03.2021, in the local newspaper *Jurnal Arădean* no. 8783/22.03.2021, on company's website, ([www.sif1.ro](http://www.sif1.ro)), and on the website of Bucharest Stock Exchange on March 19, 2021,
- Company's Articles of Association in force as of April 29, 2020,
- Trading Companies Law no. 31/1990, republished with subsequent amendments and completions,
- Law no. 74/2015 on the managers of alternative investment funds,
- Law no. 24/2017 on issuers of financial instruments and market operations,
- Financial Supervisory Authority (ASF) Regulation no. 5/2018 on issuers of financial instruments and market operations,

### **Decides upon the topics on the EGM Agenda as follows:**

#### **Draft for Resolution no. 1**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurentiu 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.**

#### **Draft for Resolution no. 2**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the extraordinary 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.**

#### **Draft for Resolution no. 3**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the Company to carry out a buyback program ("Program 4"). Program 4 is to be executed only if the ordinary general meeting of shareholders convened for April 26 (27), 2021 approves the Option I for the appropriation of net profit for the financial year 2020, respectively the appropriation of the amount of RON 92,122,406 to "Other reserves", as own financing sources, for the execution of a buyback program, to reduce the Company's share capital.**

**Program 4 will be executed in compliance with applicable legal provisions and having the following main features:**

- (i) The purpose of Program 4: The Company will repurchase shares under the Program to reduce its share capital.**
- (ii) The maximum number of shares that may be repurchased: 15,000,000 shares at most;**
- (iii) The minimum price per share: RON 0.1;**
- (iv) The maximum price per share: RON 5.6389;**
- (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 4 will be paid from sources permitted by law.**

**Besides its main characteristics, Program 4 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 4 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. To implement the Program 4, the Board of Directors will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.**

**Draft for Resolution no. 4**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "for" of the shareholders representing ... ..% of the votes cast, **approves the date of May 21, 2021 as registration date (May 20, 2021 as the ex date) in accordance with the provisions of Art. 86 par. 1 of Law no. 24/2017 and ASF Regulation no. 5/2018.**

This resolution is signed today, on April 26 (27), 2021, in Arad, in 5 original copies.

**Bogdan Alexandru Drăgoi**

Chairman of the Board of Directors and CEO