

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

The ordinary 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 10:00 hours (Romanian time), at the first call/second call (hereinafter referred to as "**OGM**"),

### **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 OGM 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 ordinary 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 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.**

#### **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 standalone financial statements for 2020 financial year, based on the discussions and the reports presented by the Board of Directors, the Chairman of the Board, and the financial auditor.**

#### **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 appropriation of the net profit of the financial year 2020, as per the proposals of the Board of Directors, in one the following options:**

#### **OPTION I:**

**Appropriation of the amount of RON 92,122,406 to Other Reserves, as own financing sources, for the execution of a new buyback program for 15,000,000 shares at most, to reduce the share capital - Program 4, included at topic 3 of the Agenda of EGM convened for April 26 (27), 2021.**

In case of the approval of this distribution of profit, it will be submitted for the approval of the EGM convened for April 26 (27), 2021 the resolution of topic 3 on the agenda of this general meeting regarding the execution of the buyback program for the reduction of company's share capital (Program 4).

## **OPTION II:**

### **Appropriation of the amount of RON 92,122,406 to Other Reserves, as own financing sources.**

In case of the approval of this distribution of profit, it becomes obsolete, and it is removed from the agenda of the EGM convened for April 26 (27), 2021, the proposal for the approval a buyback program for the reduction of company's share capital (Program 4), included on topic 3 of the agenda of the said meeting.

### **Draft for Resolution no. 5**

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 consolidated financial statements for the year ended on December 31, 2020, based on the discussions and the reports presented by the Board of Directors and the financial auditor.**

### **Draft for Resolution no. 6**

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 discharge of liability of the members of the Board of Directors for the activity carried out during the financial year 2020.**

### **Draft for Resolution no. 7**

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 Income and Expenses Budget and Activity Program for the year 2021.**

### **Draft for Resolution no. 8**

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 amendment to point 9 of the Remuneration Policy of SIF Banat-Crișana, approved by Resolution no. 4 by the OGM of January 6, 2021, for its correlation with the provisions of art. 5 of the EU Regulation no. 2088/2019 on sustainability-related disclosures in the financial services sector, with the following provisions:**

***"SIF Banat-Crișana promotes an effective and solid risk management, without the remuneration structure encouraging taking excessive risks, including in relation to the risks related to sustainability, being correlated with the risk-adjusted performance."***

### **Draft for Resolution no. 9**

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 the 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