

TOPIC 3 ON THE EGM AGENDA

Approval of the method for allocating the 8,792,307 treasury shares repurchased by the Company under the buyback programs previously approved by the general meeting of shareholders.

By Resolutions no. 3 of April 27, 2020, published in the Official Gazette of Romania, Part IV, no. 1682 of 12.05.2020, and no. 4 of April 27, 2020, published in the Official Gazette of Romania, Part IV, no. 1611 of 06.05.2020, the Extraordinary General Meeting of Shareholders approved the execution of two buyback programs:

- (i) Program 1 for the repurchase of 15,000,000 shares, with the purpose to reduce the Company's share capital,
- (ii) Program 2 aimed at repurchasing 880,000 shares, with the purpose to be distributed free of charge to members of the company's management.

By Resolution no. 3 of November 2, 2020, published in the Official Gazette of Romania, Part IV, no. 4256 of 03.12.2020, the Extraordinary General Meeting of Shareholders approved the execution of a buyback program (Program 3) aiming the repurchase of 15,000,000 shares, with the purpose to reduce the Company's share capital.

In accordance with the decisions of the aforementioned general meeting, the acquisition of shares under the buyback programs was to be carried out through all market operations permitted by law, including through public tender offers initiated by the Company, in compliance with the legal provisions.

Also, by the same resolutions of the general meeting mentioned above, the Board of Directors of the Company was empowered to adopt all the necessary measures and to fulfill all the necessary formalities, in order to implement the approved buyback programs.

Based on the mandate received from the general meeting of shareholders, the Board of Directors approved the cumulative execution, for a total of a maximum of 30,880,000 own shares, of the Buyback Programs no. 1, 2 and 3, mentioned above, through the initiation by SIF Banat-Crișana of a public tender offer to purchase its own shares, in compliance with the requirements approved by EGM Resolutions no. 3 / 27.04.2020, no. 4 / 27.04.2020 and no. 3 / 01.11.2020. SSIF SWISS CAPITAL S.A. was appointed as an intermediary of the Public Offer for Shares issued by SIF Banat-Crișana.

The public tender offer document for the purchase of shares issued by SIF Banat-Crișana was approved by the Financial Supervision Authority by Decision no. 1166 / 22.09.2021. In accordance with the decision of the authority, the public offer for the purchase of own shares took place between 29.09.2021 - 12.10.2021, using exclusively the market systems on which the Company's shares are traded, thus allowing unrestricted and unlimited access of all potential sellers, individuals and legal entities, without determining in any way the persons to whom it is addressed, ensuring equal reception possibilities.

On October 15, 2021, the intermediary SSIF SWISS CAPITAL S.A. communicated to the Bucharest Stock Exchange the notification on the results of the public offer for the purchase of shares issued by SIF Banat-Crișana, according to which, within the public offer, a number of 8,792,307 SIF1 shares were purchased, representing 1.7058% of SIF Banat-Crișana's social capital.

Considering that, following the carrying out the buyback programs, the total number of 30,880,000 targeted own shares could not be acquired, the Board of Directors of SIF Banat-

Crișana submits for the approval of the extraordinary general meeting of shareholders the method of allocating the 8,792,307 treasury shares repurchased in order to reduce the share capital of the Company, respectively in order to be distributed free of charge to the members of the Company's management, considering the purpose of the three buyback programs approved by the shareholders.

The Board of Directors proposes for the approval of the EGM one of the following three allocation options:

Option 1: allocation of all the 8,792,307 repurchased shares to reduce the Company's share capital;

Option 2: the *pro rata* allocation of the 8,792,307 repurchased shares, respectively a number of 8,541,749 shares to reduce the Company's share capital, and a number of 250,558 shares to be distributed free of charge to the members of the Company's management;

Option 3: the allocation of a number of 7,912,307 shares to reduce the Company's share capital and the allocation of a number of 880,000 shares to be distributed free of charge to the members of the Company's management.

RESOLUTION SUBMITTED FOR THE APPROVAL OF EGM on **topic 3** on the Agenda

Approval of the method of allocating the 8,792,307 treasury shares repurchased in order to reduce the share capital of the Company, respectively in order to be distributed free of charge to the members of the Company's management, considering the purpose of the three buyback programs approved by the shareholders, programs carried out through conducting the public tender offer approved by the Financial Supervisory Authority by Decision no. 1166 / 22.09.2021, in one of the following options:

The Board of Directors proposes for the approval of the EGM one of the following three allocation options:

3.1 Option 1: allocation of all the 8,792,307 repurchased shares to reduce the Company's share capital;

3.2 Option 2: the *pro rata* allocation of the 8,792,307 repurchased shares, respectively a number of 8,541,749 shares to reduce the Company's share capital, and a number of 250,558 shares to be distributed free of charge to the members of the Company's management;

3.3 Option 3: the allocation of a number of 7,912,307 shares to reduce the Company's share capital and the allocation of a number of 880,000 shares to be distributed free of charge to the members of the Company's management.

In case of approval of one of the 3 proposed options, the Board of Directors has to convene an extraordinary general meeting of shareholders having on the agenda the proposal to reduce the Company's share capital by the cancelation of the shares allocated for this purpose.

Bogdan-Alexandru DRĂGOI

Chairman of the Board of Directors