

TOPIC 3 ON THE EGM AGENDA

Approval of Company's carrying out a buyback program - Program 4.

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 buyback operation complies with 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 with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures.

As per the provisions of Art. 103¹ of Law no. 31/1990 on trading companies, republished, as amended and supplemented, the buyback of shares may take place under the following conditions:

"a) authorization for the purchase of own shares is given by the extraordinary general meeting of 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 share 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) section 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 share 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.

The requirements 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 them free of charge to members of company's leadership

(administrators, executive 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 6.1042. 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 maximum 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 4 is to distribute the shares free of charge to members of company's leadership (administrators, executive 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 topic 4 of the EGM agenda, it is intended that the distribution of the shares acquired under Program 4 to take place within a Stock Option Plan.

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 6.1042/ 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	scenario for the minimum price subject to the approval of EGM	scenario for the maximum price subject to the approval of EGM
Maximum number of repurchased shares	880,000	880,000
Acquisition price (RON /share)	0.1000	6.1042
Acquisition value (RON)	88,000	5,371,696
Transaction costs (RON), of which:	71,122	138,462
brokerage fees	242	14,745
other expenses	70,880	123,717
Estimated potential impact on equity (RON)	159,122	5,510,158

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

From an accounting perspective, the Company records the repurchased shares, including the repurchase costs, at the date of the transaction as a decrease of equity (own capital), as per art. 75 of the ASF Norm no. 39/2015. Repurchased own shares are recorded at acquisition cost, the brokerage fees and other transaction costs being reflected separately.

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

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

RESOLUTION SUBMITTED FOR THE APPROVAL OF EGM on **topic 3** on the Agenda
– proposed by the Board of Directors

Approval of Company's carrying out a buyback program ("Program 4") to be executed in compliance with applicable legal provisions and having the following features:

- (i) The purpose of Program 4: The Company will repurchase shares under the Program 4 for the distribution free of charge to members of the Company's management (administrators, executive directors) in order to build their loyalty 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 6.1042;
- (v) Duration of Program 4: 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.

Bogdan-Alexandru DRĂGOI

Chairman of the Board of Directors