

Resolutions of the Extraordinary General Meeting of Shareholders of April 28 (29), 2022

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 in ASF Register PJR07.1AFIAA/020007/09.03.2018 and PJR09FIAIR/020004/01.07.2021, with the subscribed and paid-up share capital of RON 51,542,236.30, gathered in the meeting held on April 28 (29), 2022 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 21, 2022 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. 1203 of March 23, 2022; in the national newspaper *Ziarul Financiar* no. 5888 of March 23, 2022, in the local newspaper *Jurnal Arădean* no. 9038 of March 23, 2022, on company's website, (www.sif1.ro), and on the website of Bucharest Stock Exchange on March 21, 2022,
- Company's Articles of Association in force as of November 10, 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, Adrian Marcel Lascu 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 on the agenda of the extraordinary general meeting of shareholders, consisting of Laurențiu Riviș, 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 reduction of the share capital of SIF Banat-Crișana SA, pursuant to art. 207 par. (1) letter c) of Law no. 31/1990, from RON 51,542,236.3 to RON 50,751,005.6, following the cancellation of 7,912,307 treasury shares acquired by the company in the buy-back programs. Following the reduction, the share capital of SIF Banat-Crișana SA will have a value of RON 50,751,005.6, divided into 507,510,056 shares with a value of RON 0.10/share. Article 3 par. (1) of the Articles of Association is amended as a result of the reduction of the share capital and shall read as follows:**

"The share capital of the company amounts to RON 50,751,005.6 and is divided into 507,510,056 shares of RON 0.10 each, allotted to shareholders as results from the records entered in the shareholders' register."

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 execution of a buyback program ("Program 5"). Program 5 is to be executed only if the ordinary general meeting of shareholders convened for April 28 (29), 2022 approves the Option II for the appropriation of net profit for the financial year 2021, viz. the allocation of the**

amount of RON 387,001,105 to "Other reserves", as own financing sources, for the execution of a new buyback program, to reduce the Company's share capital.

Program 5 will be executed in compliance with applicable legal provisions and having the following main features:

- (i) The purpose of Program 5: The Company will repurchase shares under the Program to reduce its share capital.
- (ii) The maximum number of shares that may be repurchased: 15,300,000 shares at most;
- (iii) The minimum price per share: RON 0.1;
- (iv) The maximum price per share: RON 6.3981;
- (v) Duration of Program 5: 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 5 will be paid from sources permitted by law.

Besides its main characteristics, Program 5 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 5 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 5, 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. 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 execution of a buyback program ("Program 6") in compliance with applicable legal provisions and having the following main features:**

- (i) The purpose of Program 6: The Company will repurchase shares under the Program 6 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: 990,000 shares at most;
- (iii) The minimum price per share: RON 0.1;
- (iv) The maximum price per share: RON 6.3981;
- (v) Duration of Program 6: 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 6 will be paid from sources permitted by law.

Besides its main characteristics, Program 6 will also include other requirements provided by law and which are not listed above. The acquisition of shares under Program 6 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 6, the Board will be empowered to take all necessary measures and fulfil all formalities required, in compliance with the above-mentioned requirements.

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 use of the shares purchased under Buyback Program 6 for their distribution free of charge to members of the company's management (administrators, executive directors) in a share-based payment plan of "Stock Option Plan" type, in compliance with applicable legislation. The Board of Directors of the company is empowered to take all necessary measures and to fulfil all the formalities required for the approval and implementation of the share-based payment plan of "Stock Option Plan" type.**

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 date of May 17, 2022, as registration date (May 16, 2022, as the ex date) in accordance with the provisions of Art. 87 par. 1 of Law no. 24/2017 and ASF Regulation no. 5/2018.**

This resolution is signed today, on April 28 (29), 2022, in Arad, in 5 original copies.

Bogdan-Alexandru Drăgoi

Chairman of the Board of Directors and CEO