



SIF MUNTEANIA

SOCIAȚIE DE INVESTIȚII FINANCIARE
ADMINISTRATĂ DE S.A.I. MUNTEANIA INVEST SA

BUCUREȘTI, SPLAIUL UNIRII
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CURRENT REPORT

Current Report according to:

Law 24/2017, CNVM Regulation 1/2006

Report date:

18.05.2018

Name of the issuing entity:

Societatea de Investiții Financiare MUNTEANIA SA

Registered office:

București, Splaiul Unirii nr. 16, București, sector 4

Phone/fax number:

021/387.32.10 0372.074.109

Sole Registration Code:

3168735

Order number in the Trade Register:

J40/27499/1992

Subscribed and paid-up share capital:

80.703.651,5 lei

Regulated market on which issued securities are traded

Bucharest Stock Exchange

Important event to be reported:

The Decision of the Board of Directors of S.A.I. MUNTEANIA INVEST S.A. at the meeting held on 17.05.2018 regarding the convening of SIF MUNTEANIA S.A. Shareholders General Ordinary Meeting for 25/26 of June 2018

CONVENING NOTICE for the Shareholders General Ordinary Meeting of SIF MUNTEANIA S.A.

Societatea de Administrare a Investițiilor MUNTEANIA INVEST S.A., Administrator of SOCIETATEA DE INVESTITII FINANCIARE (SIF) MUNTEANIA S.A., a company headquartered in 16, Splaiul Unirii, District 4, Bucharest, registered with the Trade Registry Office under number J40/27499/1992, Sole Registration Code 3168735, with a subscribed and paid up share capital of 80,703,651.5 RON, registered in the NSC Registry with no. PJR09SIIR/400005/15.06.2006, authorized by NSC Decision no. 1513/15.07.1999, registered in the Registry of Personal Data Processing Operators under no. 26531, According to the provisions of Art. 117 of Law no. 31/1990 on companies, of Law no. 297/2004 on capital market, of Law no. 24/2017 on issuers of securities and capital market operations, of the NSC/FSA regulations, as well as of the Articles of Incorporation of the Company,

HEREBY CONVENES

Shareholders General Ordinary Meeting for 25.06.2018, at 9.00 a.m., at the company's headquarters in 16, Splaiul Unirii (room 113A, 1st floor), for all the shareholders of the Company registered in the Shareholders' Registry kept by DEPOZITARUL CENTRAL S.A. at the end of **08.06.2018, date considered as reference date**, with the following

AGENDA:

1. Appointing the secretary of the SGOM, consisting of three members, namely Topor Elena Daniela, Stratan Ana and Marinescu Maria with identification data available at the headquarters of the company, Topor Elena Daniela being the secretary who draws up the minutes of the meeting, according to art. 129, para.(2) of Law 31/1990 on companies. The proposed persons are shareholders of SIF Muntenia S.A.
2. Appointing the members of the Shareholders Representatives Council of Societatea de Investitii Financiare Muntenia S.A. for a 4 (four) year mandate, starting with date of their appointment.
3. Approving the date of 12.07.2018 as the record date and the date 11.07.2018 as the ex-date, according to the stipulations of art. 86, para. 1 of Law 24/2017 and of NSC Regulation no. 6/2009, respectively.

In case the legal and statutory quorum conditions are not met on the first convocation, a new Meeting shall be convened on 26.06.2018, at the same time, place and with the same agenda. The reference date for the shareholders' participation to vote during the second convening of the meeting shall remain the same, namely 08.06.2018.

The share capital of the Company is made up of 807,036,515 nominal, dematerialized and indivisible shares, with a face value of 0.1 RON, each share giving the right to one vote within the Shareholders General Meeting, except the shares whose voting rights are suspended according to provisions of art. 286¹, para. 1 and 2 of Law 297/2004. The number and name of the shareholders whose voting rights are suspended will be made public according to NSC Instruction no. 6/2012.

Documents related to the shareholders general meeting

Applications for the Shareholders Representatives Council may be submitted by shareholders at the company's headquarters until 31.05.2018, 12 o'clock.

Applications will be accompanied by a curriculum vitae, a copy of the identity document, as well as a declaration on the candidate's own responsibility stating that the conditions stipulated under art. 7 of the Articles of Incorporation of SIF Muntenia S.A, available for information purposes on www.sifmuntenia.ro website, as well as the candidate's agreement on the collection and processing of personal data. The list of applications submitted, the special power of attorney and the correspondence ballots, related to item 2 on the agenda, will be made available to the shareholders starting with 04.06.2018.

Other materials related to the agenda meeting, special power of attorney forms, the correspondence ballots for open voting, draft resolutions of the Meeting, as well as the Procedure on exercising the voting right shall be made available to the shareholders starting with 25.05.2018. The above-mentioned documents shall be made available to the shareholders at the headquarters of the Company, in Bucharest, 16 Splaiul Unirii, Sector 4, Room 113A, every day, from Monday to Friday, between 10:00-12:00. Such documents may be viewed and/or downloaded also from the Company's website: www.sifmuntenia.ro, section "Investors Information – Corporate Events –" SGOM of SIF Muntenia as of 25/26 June 2018".

The shareholders may request written copies of such documents, against an amount of 0.1 RON/page. The exercise of this right shall be done in compliance with the modalities of transmission and the procedure for shareholders' identification mentioned below for the case of exercising the rights regarding the supplementation of the agenda of the meeting / proposal of draft decisions.

Item 1 - The right of the shareholders to introduce new items on the agenda of the general meeting and to make proposals of resolutions referring to the items on the agenda.

One or more shareholders of the Company, representing, individually or jointly, at least 5% of the share capital has/have the right to:

(a) introduce items on the agenda of the Meeting, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the Meeting; and

(b) to present draft resolutions for the items included or proposed to be included on the agenda of the Meeting;

Requests on supplementing the agenda and proposals for draft resolutions presented by the shareholders will be published on the Company's website, www.sifmuntentia.ro.

The rights mentioned under let. (a) and (b) above may be exercised only in written, the proposals being sent by courier services or by electronic means no later than 05.06.2018, 4:00 pm. Requests prepared with a view to exercising the above-mentioned rights must include on each page the following notice, written clearly in capital letters: "FOR THE SHAREHOLDERS GENERAL ORDINARY MEETING OF SIF MUNTENTIA AS OF 25/26.06.2018" and may be sent at the headquarters of the company or at the e-mail address mentioned under point I.1.

I.1. Ways of sending the documents:

Documents may be sent:

- In original, by courier services to SIF MUNTENTIA S.A.'s headquarters in Bucharest, 16 Splaiul Unirii, sector 4;
- By e-mail, to the address vot.electronic@sifmuntentia.ro. Scanned documents will be sent as attachments in pdf. format, incorporating, attaching or logically associating the extended electronic signature of the requesting shareholder. Only documents with the shareholder's extended electronic signature will be accepted, complying with the requirements of Law no. 455/2001.

Irrespective of the sending method, the requests will be signed by the shareholders or by their representatives.

In all cases, the requests will be accompanied by one of the following documents:

- 1) the proof attesting the shareholder quality in original, respectively statement of account issued by the Depozitarul Central S.A. or, as the case may be, by the participants providing custody services, having an issuing date prior to the application with no more than 48 hours, attesting the shareholder quality and number of shares;
- 2) documentation attesting that the information regarding the legal representative was registered with the central depository/respective participants.

The shareholders whose identity verification or quality of the signatory/s is attested by the certificate attached to the electronic signature used are exempt from submission of documents specified in items 1) and 2) listed above.

I.2. Rules for shareholders' identification

(i) For the identification of individual shareholders –the copy of the identity document is necessary, certified by mentioning "according to the original", followed by holograph signature of the shareholder. In case of individual shareholders without legal capacity to exercise, the following documents will be submitted:

- copy of the identity document of the individual acting as his/her legal representative,
- copy of the document attesting the quality of legal representative.

These documents will be as well certified by mentioning "according to the original", followed by legal representative's holograph signature.

(ii) For the identification of shareholders - Romanian legal persons, the following documents are necessary:

- copy of the legal representative's identity document, certified by mentioning "according to the original", followed by holograph signature of the legal representative;
- the quality of the legal representative will be verified in the Shareholders Registry issued by the Depozitarul Central for the reference date.

In case the information provided by the Shareholders Registry issued by the Depozitarul Central for the reference date do not allow the identification of the legal representative of the shareholder

Romanian legal person, the identification can be attested according to a certificate of status issued by the Trade Registry, in original or copy according to the original, or any other similar document, in original or copy according to the original, issued by a competent Romanian authority. The documents attesting the quality of legal representative shall be issued with no more than 3 months prior to the publication of the Meeting's Convening notice;

(iii) For the identification of shareholders - foreign legal persons:

- copy of the legal representative's identity document, certified by mentioning "according to the original" in Romanian or English languages, followed by his/her holograph signature;
- the quality of legal representative will be verified in the Shareholders Registry issued by the Depozitarul Central for the reference date or will be proved by documents attesting the quality of legal representative of the foreign legal person, i.e. a document similar to the certificate of status issued by the Trade Registry, in original or copy according to the original, mentioning "according to the original" in English, followed by holograph signature, issued by the competent authority of the state where the shareholder is legally registered, attesting the quality of legal representative. The documents attesting the quality of legal representative shall be issued with no more than 3 months prior to the publication of the Meeting's Convening notice;

(iv) For shareholders - entities without legal personality:

- copy of the legal representative's identity document, certified by mentioning "according to the original" in Romanian or English language, followed by holograph signature;
- the quality of legal representative will be verified in the Shareholders Registry issued by the Depozitarul Central for the reference date.

In case the information provided by the Shareholders Registry issued by the Depozitarul Central for the reference date do not allow the identification of the legal representative of the shareholder entity without legal personality, this quality can be proved based on other documents attesting the quality of legal representative, issued by the competent authority or any other document attesting such quality, according to legal provisions in force.

In case documents mentioned under Item I.2. para. (i) – (iv) above are issued in a foreign language other than English, they must be accompanied by a translation into Romanian or English, performed by a certified translator.

Item II - The right of the shareholders to ask questions regarding the items on the agenda.

The shareholders may exercise the rights stipulated under Art. 13 of NSC Regulation no. 6/2009 the latest on 23.06.2018, at 9 o'clock. The questions will be sent in written by one of the methods specified under "Item I.1." of this Convening notice. The proof of the status as shareholder will be made according to requirements specified under "Item I.2" of this Convening notice.

Detailed information on the above-mentioned shareholders' rights are available on the website www.sifmuntenia.ro.

Item III – Participation to the shareholders general meeting of SIF Muntenia S.A.

All the shareholders registered in the consolidated Shareholders Registry issued by the Depozitarul Central for the end of 08.06.2018 (reference date) may participate to the General Meeting of Shareholders of SIF Muntenia S.A.

The shareholders may participate to the General Meeting in person or by proxy.

III.1. Direct participation to the Shareholders General Meeting

The access of the entitled individual shareholders to the Meeting shall be allowed by simply proving their identity, made with their identity document, presented in original or in the case of legal persons, with their legal representative's one and in the case of represented individuals or legal persons shareholders, with the power of attorney granted to the person representing them, by complying with applicable legal provisions.

III.2. Participation to the Shareholders General Meeting by proxy (attorney)

The shareholders may be represented in the Meeting by other persons than the shareholders, based on a **special or general power of attorney**.

Special power of attorney can be granted to any person for the representation in a single general meeting and contains specific voting instructions from the issuing shareholder, with a clear indication of the voting option for each item on the agenda of the General Meeting. In this situation, the provisions of art. 125 par. (5) of the Law no. 31/1990 are not applicable. In the situation of discussing in the General Meeting of the shareholders, in accordance with the legal provisions, of some items not included on the published agenda, the empowered person may vote them according to the interest of the represented shareholder.

Special power of attorney forms shall be filled in and signed, by the shareholder and by proxy, in three originals:

- 1) one original shall be given to the attorney,
- 2) the second original shall remain with the represented shareholder,
- 3) the third original will be submitted in person or sent to the headquarters of SIF Muntenia according to the rules presented under "Item I.1" no later than 23.06.2018, 9 a.m.

If the special power of attorney is sent by post or courier, it is mandatory that the shareholder's signature is certified by a public notary or a lawyer.

In the case of shareholders without legal capacity and in case of legal persons, the special power of attorney must be signed by their legal representative.

Identification of shareholders and their legal representatives will be made according to the rules stipulated under "Item I.2." of this Convening notice.

The shareholders may grant a **general power of attorney** for a period which will not exceed 3 years, allowing its representative to vote on all items on the agenda of the shareholders meetings of one or more companies which are identified within the power of attorney, including on issues referring to disposal deeds, under the condition that the special power of attorney is granted by the shareholder, as client, to an intermediary as defined according to art. 2 para. (1) point 20 of Law 24/2017, or to a lawyer.

The General power of attorneys, having the minimum content stipulated by art.15¹ of Regulation 6/2009 will be submitted with the company at least 48 hours before the shareholders general meeting, in copy, by mentioning "according to the original", followed by holograph signature of the representative. Certified copies of the power of attorneys are retained by the company, and they will be mentioned afterwards in the minutes of the general meeting.

The general power of attorney must be accompanied by a statement on own liability given by the legal representative of the intermediary or by the lawyer who received the power of representation, stipulating that the empowerment is granted by the respective shareholder, as client, to the intermediary or to the lawyer, as the case may be and that the general power of attorney is signed by the shareholder, including by attachment of extended electronic signature, as the case may be. The statement must be submitted together with the general power of attorney to SIF Muntenia, in original, signed and stamped if the case may be, no later than 23.06.2018, 9 a.m., in the case of its first use.

The shareholders may not be represented according to a general power of attorney to the general meeting by a person who is under a conflict of interest situation according to the provisions of art. 92, para. 15 of Law 24/2017.

The attorney may not be substituted by another person unless that right has been expressly conferred by the shareholder on the power of attorney. Where the person empowered is a legal person, it may exercise its mandate through any person who is part of its management or leading body or its employees. The provisions of this paragraph do not affect the right of the shareholder

to appoint one or more alternate mandates by power of attorney to represent him / her in the General Meeting in accordance with the regulations issued by the FSA in the application of these provisions.

Item IV – Vote by correspondence

The shareholders may vote by correspondence as well. Ballots filled in, signed and stamped, if the case may be, may be sent to the headquarters of SIF Muntenia S.A. by one of the methods specified under "Item I.1" of this Convening notice. Ballots shall be accompanied by documents to identify shareholders and their legal representatives in accordance with the rules specified under "Point I.2." of this Convening notice. Only ballots received until 23.06.2018, 9 a.m. will be taken into consideration.

In case the shareholder who expressed its vote by correspondence personally or by representative attends the general meeting, the correspondence vote expressed for that general meeting will be cancelled and only the vote expressed personally or by representative will be taken into consideration.

In case the shareholder who has expressed the vote by correspondence participates personally or by a representative at the General Meeting, the vote by correspondence expressed for that general meeting is canceled and only the vote expressed personally or by the representative is taken into account. If the person representing the shareholder is present in person at the general meeting and it is another one than the one holograph/electronic signing the vote by correspondence, then the present one will present at the General Meeting a written revocation of the correspondence vote. The revocation must be signed by the shareholder or by the legal representative who expressed the correspondence vote. This is not necessary if the shareholder or its legal representative is present at the general meeting.

Additional details on the voting procedure, issue of the special power of attorneys and ballots of vote by correspondence shall be found in the informative materials which shall be made available to the shareholders starting with 25.05.2018.

SIF MUNTENIA SA
By its Investment Manager
SAI MUNTENIA INVEST SA

General Manager
Nicușor Marian BUICĂ

Internal Control/Compliance
Claudia Jianu