

## CURRENT REPORT

Current Report according to:	Law 24/2017, FSA Regulation 5/2018
Report date:	07.04.2020
Name of the issuing entity:	Societatea de Investiții Financiare MUNTENIA SA
Registered office:	București, Splaiul Unirii nr. 16, București, sector 4
Phone/fax number:	021.387.3210 / 021.387.3265
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. MUNTENIA INVEST S.A. at the meeting held on 06.04.2020 regarding the completion / review of the agenda of the Shareholders General Ordinary Meeting for 23/24 of April 2020**

### **COMPLETION / REVIEW OF THE AGENDA of the Shareholders General Ordinary Meeting of SIF MUNTENIA S.A. Convened for 23/24.04.2020.**

Societatea de Administrare a Investițiilor MUNTENIA INVEST S.A., administrator of SOCIETATII DE INVESTITII FINANCIARE (SIF) MUNTENIA S.A., company headquartered in Splaiul Unirii no. 16, District 4, Bucharest, registered at the Trade Register Office under the number J40 / 27499/1992, Sole Registration Code 3168735, with the registered capital subscribed and paid of 80,703,651.5 lei, registered in the CNVM Register with no. PJR09SIIR / 400005 / 15.06.2006, authorized by CNVM Decision no. 1513 / 15.07.1999, registered in the Register of Personal Data Processing Operators under no. 26531, convened the ordinary general meeting of shareholders for April 23/24, 2020, 09:30 at the address in Bucharest, Str. Serghei Vasilevici Rahmaninov, no. 46-48, 1st floor, sector 2, for all the shareholders of the company registered in the Register of Shareholders drawn up by the Depozitarul Central S.A. for the end of the day of 07.04.2020, considered the reference date, the initial call being published in the Monitorul Oficial no. 1019 / 16.03.2020, in the national newspaper "Ziarul Financiar" no. 5374 / 16.03.2020 and on the company website at [www.sifmuntenia.ro](http://www.sifmuntenia.ro),

Pursuant to art. 117<sup>1</sup> of Law 31/1990, art. 92, para. 6 of Law no. 24/2017 and art. 2 para. 5 lett. b) of Law no. 297/2004 regarding the capital market, considering the request to complete / revise the agenda of the ordinary general meeting of the shareholders of SIF Muntenia SA, formulated by

the Financial Supervisory Authority through the address no. SI / DRA 2437 / 19.03.2020, received at SAI Muntenia Invest SA on 06.04.2020.

The Board of Directors of SAI Muntenia Invest SA, met in the meeting of 06.04.2020, completes / revises the agenda of the ordinary general meeting of the shareholders convened for April 23/24, 2020, 09:30 at the address in Bucharest, Str. Serghei Vasilievici Rahmaninov, no.46-48, 1st floor, sector 2, contained in the initial convening notice published in the Monitorul Oficial no. 1019 / 16.03.2020, in the national newspaper "Ziarul Financiar" no. 5374 / 16.03.2020 and on the company website at [www.sifmuntenia.ro](http://www.sifmuntenia.ro), the agenda is completed and revised as follows: The Shareholders General Ordinary Meeting of (SGOM) will have the following

#### **AGENDA:**

1. Appointment of the SGOA secretariat made up of three members, namely Topor Elena Daniela, Stratan Ana and Drișcu Adelina, with the identification data available at the headquarters of the Company. Topor Elena Daniela will be the secretary that prepares the minutes of the meeting, according to Art. 129, paragraph (2) of Law no. 31/1990 on trading companies. The persons nominated are shareholders of SIF Muntenia SA.
2. Appointment of the commission for counting the votes expressed by the shareholders on the items on the agenda of the SGOA, respectively Topor Elena Daniela, Stratan Ana and Drișcu Adelina with the identification data available at the company headquarters
3. Approval of the annual financial statements of SIF Muntenia S.A. for the 2019 financial exercise, according to the discussions and reports presented by the Administrator, SAI Muntenia Invest S.A., the financial auditor KPMG Audit S.R.L. and the Shareholders Representatives Council (SRC).
4. Approval for the distribution of the net profit achieved in 2019, amounting to 111,913,700 Lei, as follows:

#### **OPTION I**

Approval of a gross dividend/share of 0.03 Lei, amounting totally to 23,539,356 Lei.

Approval of 21 September 2020 as the dividend payment date. The distribution of dividends to shareholders will be made in accordance with the legal provisions and related payment expenses will be borne by the shareholders from the net dividend amount.

Approval for the allocation to "Other reserves" of the remaining net profit of 88,374,344 Lei.

**In case of approving OPTION I for the profit distribution, the Shareholders General Extraordinary Meeting convened for the same day at 11:30 a.m. remains without object, a SGEM decision approving a Redemption Program becoming obsolete.**

#### **OPTION II**

Approving the distribution of the entire net profit for the 2019 financial exercise amounting to 111,913,700 Lei to "Other Reserves", in order to initiate a Share Redemption Program.

From own financing sources as provided by law, the Company will carry out a redemption program of 20,645,201 shares, representing 2.56% of the share capital (as at the convening notice date), in order to reduce the share capital by cancelling the shares redeemed. The Share Redemption Program will be conducted in accordance with the applicable legal provisions, with the following main features:

Minimum price per share: 0.1 lei

Maximum price per share: 2.03 lei

Duration of the program: maximum 18 months from the date of publication of the decision in the Official Gazette of Romania Part IV.

**In case of approving OPTION II for the profit distribution, the third item on the agenda of the Shareholders General Extraordinary Meeting convened for the same day at 11:30 a.m. will be put to vote for the approval of the Redemption Program of own shares in order to reduce the share capital.**

5. Approval of SIF Muntenia S.A.'s Management Program and the Revenues and Expenses Budget for the 2020 financial exercise.
6. Approval for performing the accounting records corresponding to the prescription of the right to request the payment of dividends not claimed for three years from their due date, amounting to 15,750,568.36 Lei and the registration of this amount to reserves.
7. Approval of the remuneration for the members of SIF Muntenia SA's Shareholders Representatives Council for the 2020 financial exercise.
8. Extension of the mandate of the financial auditor KPMG Audit SRL for a period of 2 years starting with 1 May 2020 (for the financial years 2020, 2021). (*secret vote*)
9. Approval of the appointment of SAI Muntenia Invest SA as sole administrator of SIF Muntenia SA, which will also exercise the function of administrator of alternative investment fund, for a term of 4 (four) years, starting with the date of the approval by the of Shareholders General Ordinary Meeting . (*secret vote*)
10. Approval of the Management Contract concluded between SIF Muntenia SA and SAI Muntenia Invest SA, which will take effect from the date of its authorization by the Financial Supervisory Authority and until the end of the mandate for which the SAI Muntenia Invest SA was appointed by the Shareholders General Ordinary Meeting. Approval of the empowerment of the Chairman of the Shareholders' Representatives Council to sign the Management Contract.
11. Approval of the total annual remuneration due to the administrator of SAI Muntenia Invest SA, for the period of the mandate granted.
12. Approval of 4 September 2020 as the record date (3 September 2020 as the ex date), according to the stipulations of art. 86, para. 1 of Law 24/2017, and respectively the provisions of the FSA Regulation no. 5/2018.

The other provisions of the Convening Notice of the Shareholders General Ordinary / Extraordinary dated 23 / 24.04.2020, initially published in the Official Gazette, Part IV - 1019 / 16.03.2020, in the national newspaper "Ziarul Financiar" no. 5374 / 16.03.2020 and on the company website at [www.sifmuntenia.ro](http://www.sifmuntenia.ro) , remain unchanged

The materials for the newly introduced and revised items will be made available to the shareholders starting with April, 9 2020.

SIF MUNTENIA SA  
through Administrator  
SAI MUNTENIA INVEST SA

Florica TRANDAFIR  
Președinte -Director Administrare Corporativă

Compliance Officer,  
Claudia Jianu