

## DRAFT

### **Regarding the form of the decisions of the SGOM of S.I.F. MUNTEANIA S.A. that will be held on 23/24 April 2020**

#### **Decision no. 1**

There is approved the appointing of the secretary of the SGOM, consisting of three members, namely Topor Elena Daniela, Stratan Ana and Driscu Adelina 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.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

#### **Decision no. 2**

There is approved the appointing 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 Drîscu Adelina with the identification data available at the company headquarters.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

#### **Decision no. 3**

There are approved the annual financial statements of SIF Muntenia S.A. for the 2019 financial exercise according to discussions and reports presented by the Administrator SAI Muntenia Invest S.A., the financial auditor KPMG Audit S.R.L. and Shareholders Representatives Council.

With .....% votes in favor, .....% votes against .....% refraining of the total ..... expressed votes.

#### **Decision no. 4**

There is approved the net profit distribution achieved in 2019, amounting to 111,913,700 Lei, as follows:

#### **OPTION I**

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

There is approved 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.

There is approved the allocation to “Other reserves” of the remaining part of the net profit of 88,374,344 Lei.

**In the situation of approving OPTION I for distribution of profits, the Shareholders General Extraordinary Meeting convened for the same day at 11:30 a.m. remains unreasonable, a SGEM decision approving a Redemption Program becoming obsolete.**

#### **OR**

## **OPTION II**

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

From its own financing sources as provided by law, the Company will carry out a program of redemption of 20,645,201 shares, representing 2,56% of the share capital, 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 the situation of approving OPTION II for distribution of the profit, 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.**

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

## **Decision no. 5**

There is approved the SIF Muntenia S.A.'s Management Program and the Revenues and Expenses Budget for the 2020 financial year.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

## **Decision no. 6**

There is approved 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 the reserves.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

## **Decision no. 7**

There is approved the remuneration for the members of Shareholders Representatives Council for the 2020 financial exercise.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

## **Decision no. 8**

There is approved the 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 and 2021).

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

**Decision no. 9**

There is approved 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.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

**Decision no. 10**

There is approved 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.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

**Decision no. 11**

There is approved the total annual remuneration due to the administrator of SAI Muntenia Invest SA, for the period of the granted mandate, remuneration calculated in compliance with the provisions of the Administration Contract specified in the decision no. 10 namely: a monthly fixed remuneration equal to 0.125% of the total monthly assets of SIF Muntenia (certified by the Depositary of the Fund) to which is added, if applicable, a variable annual remuneration equal to 10% of the value calculated as the difference between gross profit realized and the gross profit specified in the REB approved by the SGOM for the current year

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

**Decision no. 12**

There is approved 04 September 2020 as the record date (03 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.

With .....% votes in favor, .....% votes against and .....% refraining of the total ..... expressed votes.

**SIF MUNTENIA SA**  
**By its Investment Manager SAI MUNTENIA INVEST SA**

**General Manager**  
**Nicușor Marian Buică**