

# SPECIAL POWER OF ATTORNEY FOR REPRESENTATION

FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING  
OF S.I.F. MUNTENIA S.A. MARCH 11/12, 2020

## To be filled in if the shareholder is an individual

The undersigned \_\_\_\_\_, holding a number of \_\_\_\_\_ shares issued by S.I.F. MUNTENIA S.A, representing \_\_\_\_\_ % of the total number of shares issued by the company, registered in the Company's Shareholders' Register as at the record date (03.04.2019), which entitles me to \_\_\_\_\_ votes, I hereby empower

Identification data of the appointed representative – Name, surname/Denomination, PIN/SRC

as the company's representative to the Shareholders General Extraordinary Meeting which will be held on March 11, 2020 at 9 a.m. in Bucharest, 46-48, Serghei Vasilevici Rahmaninov street, 1st floor, sector 2, or on March 12, 2020 for the second calling (the same time and place), in case the quorum requirements are not met on the first meeting, to exercise the voting rights associated to the holdings registered in SIF Munténia's Shareholders' Register, as follows:

Resolutions submitted for the SGEM approval	In favor	Against	Abstain
1. Appointment of the EGSM secretariat made up of three members, namely Topor Elena Daniela, Stratan Ana and Drişcu 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 companies. The persons nominated are shareholders of SIF Munténia SA.			
2. Approval to change the registered headquarters of SIF MUNTENIA SA from Bucharest, 16, Splaiul Unirii, District 4, to the new address in Bucharest, 46-48 Serghei Vasilevici Rahmaninov St., ground floor, room 2, District 2			
3. Approval to update the Articles of Incorporation following the approval to change the registered headquarters, respectively art. 1, paragraph 6 is modified and will have the following content: "Art. 1, paragraph 6: The Company's registered headquarters is in Bucharest, 46-48 Serghei Vasilevici Rahmaninov St., ground floor, room 2, District 2, code 020199. The headquarters of SIF Munténia SA may be changed to any other location in Romania by resolution of the Shareholders General Extraordinary Assembly. By resolution of the Shareholders General Extraordinary Assembly, SIF Munténia may set up subsidiaries, branches, agencies, representative offices, as well as working points, both in the country and abroad, in compliance with legal requirements on authorization and publicity."			
4. Approval to reduce the share capital of SIF MUNTENIA SA from 80,703,651.5 lei to 78,464,520.10 lei, respectively from 807,036,515 shares to 784,645,201 shares with a nominal value of 0.1 lei/share, by cancellation a number of 22,391,314 own shares acquired by the Company as a result of running the public offer for the purchase of its own shares between 04.09.2019 - 17.09.2019, for the implementation of the redemption program approved by the resolution of the Shareholders General Assembly of 22 <sup>nd</sup> April 2019.			
5. Approval to update the Articles of Incorporation following the approval to reduce the share capital, respectively art. 3, paragraph (1) is modified and will have the following content: "Art. 3 paragraph 1: The subscribed and fully paid share capital amounts to 78,464,520.10 lei and it is divided into 784,645,201 nominal shares, of 0.1 lei each. Each share entitles to one vote at the Shareholders General Meeting."			

Shareholders' Name, Surname

← Write the name and surname in **CAPITAL** letters

Shareholder's PIN

← Write the Personal Identification Number

Signing date

← Write the date of signing the Special Power of Attorney

Signature

← Sign

The procedure for filling in this correspondence ballot and the method of sending it to SIF Munténia headquarters may be seen on the company's website [www.sifmunténia.ro](http://www.sifmunténia.ro)

This correspondence ballot must be registered at SIF Munténia's headquarters no later than March 9<sup>th</sup>, 2020 at 09<sup>00</sup> a.m.



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Resolutions submitted for the SGEM approval	In favor	Against	Abstain
<p>6. Aproval to update de Articles of Incorporation of the Company in order to comply with the provisions of Law no. 243/2019 on alternative investment funds, amending and supplementing certain normative acts, as follows:</p> <p>At art. 3, paragraphs (4), (5) and (6) on holding limits of 5% of the Company's share capital will be repealed, art. 3 having the following content:</p> <p><i>"Art. 3 Share capital and shares</i></p> <p><i>The subscribed and fully paid share capital amounts to 78,464,520.10 lei and it is divided into 784,645,201 nominal shares, of 0.1 lei each. Each share entitles to one vote at the Shareholders General Meeting.</i></p> <p><i>The company's shares are nominative, of equal value, issued in dematerialized form and grant equal rights to their holders. The nominal value of a share is 0.1 lei. The shares are indivisible and the company recognizes a single representative to exercise the rights arising from a share.</i></p> <p><i>Investors entitled to receive dividends or benefit from the resolutions of general shareholders' meetings shall be those registered in the Shareholders' Registry kept by the Central Depository in accordance with the law on the date established by the General Meeting of Shareholders in accordance with the regulations in force.</i></p> <p><i>Distribution of dividends will be made in compliance with statutory regulations and FSA regulations."</i></p> <p>The amendment of art.3 of the Articles of Incorporation, according to the SGEM decision from item 6 on the Agenda, will be enforced starting with 24<sup>th</sup> July 2020, the date of repeal of art. 286<sup>1</sup> of Law no. 297/2004, according to art. 81 paragraph (3) lett. b) of Law no. 243/2019, that is upon the fulfillment of the 6 months term from coming into force of Law no. 243/2019 on alternative investment funds, amending and supplementing certain normative acts.</p>			
<p>7. Approval of 31<sup>st</sup> March 2020 as the record date (30<sup>th</sup> March 2020 as the ex date), according to the stipulations of art. 86, para. 1 of Law 24/2017, and the provisions of the FSA Regulation no. 5/2018.</p>			

Shareholders' Name, Surname

← Write the name and surname in **CAPITAL** letters

Shareholder's PIN

← Write the Personal Identification Number

Signing date

← Write the date of signing the Special Power of Attorney

Signature

← Sign

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