



SIF MUNTEANIA

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

București, str. S.V. Rahmaninov
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CURRENT REPORT

Current Report according to:

Law 24/2017, FSA Regulation 5/2018

Report date:

21.03.2023

Name of the issuing entity:

Societatea de Investiții Financiare MUNTEANIA SA

Registered office:

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

Phone/fax number:

021.387.3210 / 021.387.3265

Sole Registration Code:

3168735

Order number in the Trade Register:

J40/27499/1992

Subscribed and paid-up share capital:

78.464.520,10 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 SAI MUNTEANIA INVEST S.A. at the meeting held on 20.03.2023 regarding the convening of SIF MUNTEANIA S.A. Shareholders General Ordinary Meeting for 27/28 of April 2023

CONVENING NOTICE FOR SHAREHOLDERS' ORDINARY GENERAL MEETING FOR SIF MUNTEANIA S.A.

Societatea de Administrare a Investițiilor Muntenia Invest S.A., the manager of Societatea de Investiții Financiare (SIF) Muntenia S.A., hereinafter also referred to as “the Company” or “SIF Muntenia S.A.”, based in 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, Bucharest, registered with the National Trade Register Office under number J40/27499/1992, Sole Registration Code 3168735, with a subscribed and paid-up share capital of RON 78,464,520.10, entered in the FSA Register under no. PJR09FIAIR/400005/09.07.2021, authorised under the FSA Authorisation no. 151/09.07.2021, according to the provisions of art. 117 of the Companies Law no. 31/1990, Law no. 243/2019 on the regulation of alternative investment funds and amending and supplementing various legislative acts, Law no. 24/2017 on issuers of financial instruments and market operations, the regulations issued by the Financial Supervisory Authority (“FSA”), and considering the provisions of the Articles of Incorporation of the Company,

HEREBY CONVENES

The Shareholders' Ordinary General Meeting (“SOGM”) for 27.04.2023, at 11 AM, at the address in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 1, District 2, for all the Company shareholders entered in the Company Shareholder Register kept by Depozitarul Central S.A. as at the end of 13.04.2023, considered as the reference date.

In case of non-fulfilment of legal and statutory quorum conditions on the first convening date, a new meeting is convened for 28.04.2023, at 11 AM, at the address in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 1, District 2, with the same agenda. The reference date for shareholders' participation in the second convened meeting remains the same, namely 13.04.2023.

The Shareholders' Ordinary General Meeting will have the following AGENDA:

1. The appointment of the secretariat for the meeting, made up of three members, namely Mr. Gheorghe Marcel, Mrs. Stratan Ana and Mrs. Drișcu Adelina, with the identification data available at the Company headquarters, and Mr. Gheorghe Marcel will be the secretary who prepares the minutes for the meeting. The proposed persons are shareholders of SIF Muntenia S.A.
2. The appointment of the committee for counting the open votes expressed by the shareholders for the items on the agenda of the meeting, namely Mr. Gheorghe Marcel, Mrs. Stratan Ana and Mrs. Drișcu Adelina, with the identification data available at the Company headquarters.
3. The discussion and approval of the annual financial statements of the company for the 2022 financial year based on reports presented by the manager SAI Muntenia Invest S.A., the financial auditor Deloitte Audit S.R.L. and the Council of Shareholders' Representatives ("CSR").
4. Approval to cover the accounting loss reported in the financial statements related to the financial exercise ended 31 December 2022, amounting to 33,221,299 lei from reserves distributed from the net profit amounting to 846,991,907 lei, reserves that were constituted from the net profits of the years 2007-2021.
5. The approval of the administration programme of SIF Muntenia S.A. and the company revenue and expenditure budget for the 2023 financial year.
6. The approval of the Remuneration Report for the 2022 financial year.
7. The approval of the remuneration of the Council of Shareholders' Representatives for the 2023 financial year.
8. The approval of the date of 19.05.2023 as the date of registration and of the date of 18.05.2023 as the Ex date, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 on issuers of financial instruments and market operations and of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations.

The Company share capital is made up of 784,645,201 registered shares, with a face value of RON 0.1, which are dematerialised and indivisible, and each share gives the right to one vote within the Shareholders' General Meeting, except for shares with a suspended right to vote, according to the provisions of art. 105(2) of Law no. 31/1990.

Documents related to the Shareholders' Ordinary General Meeting

The financial statements of the company for the year 2022 and the Report of the manager SAI Muntenia Invest SA will be made available to shareholders starting on 22.03.2023.

The Report of the financial auditor of SIF Muntenia S.A., the CSR Report and other materials related to the SOGM Agenda, the special power of attorney forms, the ballot papers for the vote by correspondence, the draft decisions of the General Meeting, as well as the Procedure for exercising the right to vote will be made available to shareholders starting on 27.03.2023.

The above-mentioned documents shall be made available to shareholders at the Company headquarters in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, every day, from Monday to Friday, between 10:00 and 12:00. Moreover, the documents may be accessed and/or downloaded from the Company website, at: www.sifmuntenia.ro, the "Investor's Section – Corporate Events": *SIF Muntenia S.A. SOGM of 27/28.04.2023*".

Shareholders may request copies of such documents in writing, against payment of an amount of RON 0.1 per page. This right shall be exercised in compliance with the methods of submission and the shareholder identification procedure listed below for the exercise of rights of supplementing the agenda of the meeting or the submission of draft decisions, respectively.

Item 1 – Shareholders' right to insert new items on the Agenda of the Meeting and to submit proposals for decisions in relation to the items on the Agenda of the Meeting

One or more shareholders representing, either individually or jointly, at least 5% of the Company share capital may:

- a) Add items on the Agenda of the Meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the Shareholders' General Meeting; and may
- b) Submit draft decisions for the items included or proposed for inclusion on the Agenda of the Meeting.

Requests for supplementing the Agenda and proposals for draft decisions submitted by the shareholders shall be published on the Company website, www.sifmuntenia.ro.

The rights referred to under letters (a) and (b) above may only be exercised in writing, and the proposals made shall be submitted by courier service or by electronic means, under the law, no later than 06.04.2023 inclusive. Requests prepared with a view to exercising the above-mentioned rights shall include the following entry, on each page, written clearly in capital letters: "**FOR THE SHAREHOLDERS' ORDINARY GENERAL MEETING FOR SIF MUNTENIA S.A. OF 27/28.04.2023**" and may be sent to the Company headquarters or to the email address listed in sub-section I.1.

I.1. – Methods of submission of the documents

Documents may be submitted as follows:

- By courier service, to the headquarters of SIF Muntenia S.A. in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, in original form;
- By email to vot.electronic@sifmuntenia.ro. Scanned copies of the documents shall be sent as attachments, as pdf. files, incorporating, attaching or logically associating the requesting shareholder's advanced electronic signature. Only documents bearing the advanced electronic signature complying with the requirements of Law no. 455/2001 regarding the electronic signature shall be accepted.

Irrespective of the method of submission, requests shall be signed by the shareholders or by their representatives. In any event, the requests shall be accompanied by one of the following documents:

- 1) The proof of the capacity of shareholder, in original form, i.e. the statement of account issued by Depozitarul Central S.A. or, as the case may be, by participants providing custodial services, issued no more than 48 hours before the date of submission of the request, showing the capacity of shareholder and the number of shares held;
- 2) Documents certifying the registration of the information regarding the legal representative with Depozitarul Central S.A. or with participants providing custodial services, respectively (art. 194 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations): the statement of account showing the capacity of shareholder and the number of shares held, together with documents certifying the registration of the information on the legal representative with Depozitarul Central S.A. or with the authorised custodian (art. 105 para. (11) of Law no. 24/2017 on issuers of financial instruments and market operations).

Shareholders for whom the verification of the identity or of the capacity of the signatory (signatories) is reflected by the certificate attached to the electronic signature used shall be exempted from submitting the documents listed under sub-sections 1) and 2) above.

I.2. – Rules for shareholders' identification

- (i) **For the identification of shareholders who are individuals**, a copy of the identity document, certified by the entry "certified true copy", followed by the shareholder's handwritten signature, is required. In the case of shareholders who are incapable individuals under the law, the following additional documents shall also be submitted:
 - A copy of the identity document of the individual acting as the legal representative;
 - A copy of the document proving the capacity of legal representative.

These documents shall also be certified by the entry "certified true copy", followed by the legal

representative's handwritten signature.

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

- A copy of the legal representative's identity document, certified by the entry "certified true copy", followed by the legal representative's handwritten signature;
- The capacity of legal representative shall be checked in the Company Shareholder Register kept by Depozitarul Central S.A. for the reference date.

If the information featured in the Shareholder Register kept by Depozitarul Central S.A. for the reference date does not allow the identification of the legal representative for a shareholder that is a Romanian legal person, the identification may be made based on a confirmation of company details issued by the National Trade Register Office, in original form or as a certified true copy, or based on any other document with a similar purpose, in original form or as a certified true copy, issued by a competent Romanian authority. Documents certifying the capacity of legal representative shall be issued no more than three months prior to the publication of the Meeting Convening Notice;

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

- A copy of the legal representative's identity document, certified by the entry "certified true copy" in Romanian or in English, followed by the handwritten signature thereof;
- The capacity of legal representative of the foreign legal person shall be verified by checking the entries in the Company Shareholder Register kept by Depozitarul Central S.A. or shall be justified based on documents certifying the capacity of legal representative of the foreign legal person, i.e. documents with a legal effect equivalent to a confirmation of company details issued by the National Trade Register Office, in original form or as a certified true copy, via the "certified true copy" entry in English, followed by the handwritten signature, issued by the competent authority of the state where the shareholder is legally registered, which certifies the capacity of legal representative. Documents certifying the capacity of legal representative shall be issued no more than three months prior to the publication of the Meeting Convening Notice;

(iv) For shareholders such as entities without legal personality:

- A copy of the legal representative's identity document, certified as a true copy by the entry "certified true copy" in Romanian or in English, followed by the handwritten signature;
- The capacity of legal representative shall be verified by checking the entries in the Company Shareholder Register kept by Depozitarul Central S.A. as at the reference date.

If the information in the Company Shareholder Register kept by Depozitarul Central S.A. does not allow the identification of the legal representative for shareholders such as entities without legal personality, such capacity may be proved based on other documents certifying the capacity of legal representative. These documents shall be issued by competent authorities and shall certify the capacity of legal representative according to the legal provisions in force.

If the documents referred to in sub-section I.2 (i)–(iv) are drawn up in a foreign language other than English, they shall be accompanied by a translation into Romanian or into English, prepared by a sworn translator.

Item II – Shareholders' right to ask questions concerning the Agenda

Shareholders may exercise the rights laid down in art. 198 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations by 19.04.2023 at the latest. Questions shall be submitted in writing using one of the methods specified in sub-section "Item I.1" hereof. The capacity of shareholder shall be proved according to the requirements set out in sub-section "Item I.2" hereof.

Detailed information on the above-mentioned shareholders' rights is available on the website of SIF Muntenia S.A., at www.sifmuntenia.ro.

Item III – Participation in the Shareholders’ General Meeting

All Company shareholders entered in the consolidated Shareholder Register drawn up by Depozitarul Central S.A. for the end of 13.04.2023 (the reference date) may participate in the Shareholders’ General Meeting for SIF Muntenia S.A.

Shareholders may attend the General Meeting either directly or by way of an attorney-in-fact.

III.1. Direct participation in the Shareholders’ General Meeting

Shareholders entitled to participate in the Shareholders’ General Meeting shall be allowed access by simply proving their identity, i.e. in the case of shareholders who are individuals, by way of the identity document thereof or, in the case of shareholders that are legal persons, by way of their legal representative’s identity document and, in the case of legal entities and shareholders who are represented individuals, by way of the power of attorney given to the person representing them, according to the applicable legal provisions.

III.2. Participation in the Shareholders’ General Meeting by way of a representative

Shareholders may also be represented at the Shareholders’ General Meeting by persons other than the shareholders, based on a special or general power of attorney.

A special power of attorney may be granted to anyone for the purposes of representation in a single general meeting and contains specific voting instructions from the shareholder, clearly specifying the voting option for each item on the Agenda of the Shareholders’ General Meeting. In this case, the provisions of art. 125 para.(5) of the Companies Law no. 31/1990 do not apply. If, within the Shareholders’ General Meeting, items not included on the published Agenda are discussed, in accordance with legal provisions, the attorney-in-fact may vote on them according to the represented shareholder’s interest.

Special power of attorney forms shall be filled out and signed by the shareholder in three copies:

- 1) A copy shall be handed over to the attorney-in-fact;
- 2) The second copy shall remain with the represented shareholder;
- 3) The third copy shall be delivered in person or submitted to the headquarters of SIF Muntenia S.A. according to the rules presented in sub-section “Item I.1” no later than 25.04.2023, at 11 AM.

If the special power of attorney is submitted by courier service, the shareholder’s signature shall be certified by a notary public or by a lawyer.

In the case of shareholders who are incapable and in the case of shareholders that are legal persons, the special power of attorney shall be signed by their legal representative.

The identification of shareholders and their legal representatives shall be performed according to the rules set out in sub-section “Item I.2” hereof.

Shareholders may grant a general power of attorney valid for a term not exceeding three years, unless the Parties have specifically agreed on a longer deadline, allowing their respective representatives to vote on all matters up for debate within the Shareholders’ General Meeting, for one or more issuers identified in the power of attorney, either on an individual basis or via a generic wording referring to a certain category of issuers, including on issues referring to transfers, provided that the power of attorney is granted by the shareholder, as the customer or client, to an intermediary defined according to the provisions of art. 2 para.(1) point (19) of Law no. 24/2017 on issuers of financial instruments and market operations or to a lawyer.

General powers of attorney, with the minimum content laid down in art. 202 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, shall be submitted to the Company at least 48 hours before the Shareholders’ General Meeting, in the form of a copy, featuring the entry “certified true copy”, followed by the representative’s handwritten signature. Certified copies of the powers of attorney shall be kept by the Company.

The general power of attorney shall be accompanied by a solemn declaration made by the legal representative of the intermediary or by the lawyer that has received the power of attorney for representation purposes, showing that the power of attorney is granted by the relevant shareholder, as the customer or 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 the attachment of the advanced electronic signature, where applicable. The signed and, where appropriate, stamped declaration shall be submitted together with the general power of attorney to the headquarters of SIF Muntenia S.A., in original form, no later than 25.04.2023, at 11 AM, in the event of a first-time use.

Shareholders may not be represented at the Shareholders' General Meeting on the basis of a general power of attorney by a person who is in a situation of conflict of interests, in accordance with the provisions of art. 105 para.(15) of Law no. 24/2017 on issuers of financial instruments and market operations.

The attorney-in-fact may not be replaced by any other person unless such right has been expressly conferred upon the attorney-in-fact by the shareholder through the power of attorney. If the attorney-in-fact is a legal person, it may exercise its mandate through anyone who is part of its administrative or management body or any of its employees. The provisions of this paragraph shall not affect the shareholder's right to appoint one or more alternate attorneys-in-fact, through the power of attorney, to ensure the representation thereof at the General Meeting, in accordance with the regulations issued by the FSA.

Item IV – The vote by correspondence

Shareholders may also vote by correspondence. The filled out, signed and, where appropriate, stamped ballot papers may be submitted to the headquarters of SIF Muntenia S.A. using one of the methods specified in sub-section "Item I.1" hereof. The ballot papers shall be accompanied by documents allowing the identification of the shareholders and their legal representatives, subject to the rules specified in sub-section "Item I.2" hereof. Only ballot papers received no later than 25.04.2023, at 11 AM, shall be considered for the vote by correspondence.

If a shareholder who has expressed the vote by correspondence participates in person or by way of a representative in the Shareholders' General Meeting, the vote by correspondence expressed for that General Meeting will be cancelled and only the vote expressed in person or by way of the representative will be taken into consideration. If the person representing the shareholder by participation in person at the Shareholders' General Meeting is someone other than the person who has affixed the handwritten/electronic signature on the ballot paper for the vote by correspondence, then such person shall submit a written revocation of the vote by correspondence at the Meeting, for the validation of the vote thereof. The revocation shall be signed by the shareholder or by the legal representative signing the ballot paper for the vote by correspondence. This is not necessary if the shareholder or the legal representative thereof is present at the Shareholders' General Meeting.

Additional details on the voting procedure and the issue of special powers of attorney and ballot papers for the vote by correspondence may be found in the information materials to be made available to the shareholders starting on 27.03.2023.

SIF MUNTENIA SA
Represented by its Asset Management Company
SAI MUNTENIA INVEST SA

Nicușor Marian Buică
CEO

Compliance Officer
Claudia Jianu