

## **DRAFT**

### **Regarding the form of the SGEM Decisions of S.I.F. MUNTENIA S.A. that will be held on 21/22 June 2023**

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

**It is hereby approved the election of the secretariate for the meeting, made up of three members, namely Mr. Gheorghe Marcel, Mrs. Elena Daniela Topor 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.**

with a majority of ...% of the votes held by the shareholders participating in the meeting, following the expression of a total number of ... of valid votes, related to a number of .... shares and representing ...% of the company's share capital, being registered ... votes "for", ... votes "against", ... "abstentions", ... votes canceled and ... unexercised votes.

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

**It is hereby approved the election 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. Elena Daniela Topor and Mrs. Drișcu Adelina, with the identification data available at the Company headquarters**

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

**It is hereby approved the decrease in the subscribed share capital of Societatea de Investiții Financiare Muntenia SA from RON 78,464,520.10 to RON 76,110,584.5, by cancelling 23,539,356 own shares acquired by the Company following the implementation during the period from 14.07.2022 to 27.07.2022 of the public offering for the purchase of own shares in the application of the buy-back programme approved by the Shareholders' General Meeting.**

**After the share capital decrease, the subscribed and paid-up share capital of Societatea de Investiții Financiare Muntenia SA shall be in the amount of RON 76,110,584.5, divided into 761,105,845 registered shares with a value of RON 0.1 each.**

Consequently, after the share capital decrease, art. 3 (1) of the Company Articles of Incorporation shall be amended as follows:

***“Art. 3. The Share Capital and Shares***

***1) The subscribed and fully paid-up share capital is RON 76,110,584.5, divided into 761,105,845 registered shares, with a value of RON 0.1 each. Each share gives the right to a vote at the Shareholders’ General Meeting.”***

The subscribed share capital shall be decreased pursuant to art. 207 para. (1) letter (c) of Law no. 31/1990 and shall take effect after the fulfilment of legal conditions, namely: (i) the publication of the Decision of the Shareholders’ Extraordinary General Meeting decreasing the share capital in the Official Journal of Romania, Part IV; (ii) the authorization of the amendments regarding art. 3 para. (1) of the Company Articles of Incorporation by the Financial Supervisory Authority; (iii) the registration of the Decision of the Shareholders’ Extraordinary General Meeting decreasing the share capital with the Trade Register.

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**Decision no. 4**

It is hereby approved the change of name for the Company from Societatea de Investiții Financiare Muntenia SA to BEDROCK INVESTMENT GROUP SA and it is hereby approved the corresponding amendment of Art. 1 para. (1)-(6) of the Company Articles of Incorporation, which shall read as follows:

***“(1) The Company name is “BEDROCK INVESTMENT GROUP SA”, hereinafter referred to as “the Company”. In all documents originating from BEDROCK INVESTMENT GROUP SA, the identification details and the information required by the laws in force shall be stated. (2) The legal form of BEDROCK INVESTMENT GROUP SA (hereinafter referred to as “the Company”) is that of a joint stock company, a Romanian private legal person, classified according to applicable regulations as an Alternative Investment Fund in the form of Investment Companies – A.I.F.C., the category of Alternative Investment Funds intended for Retail Investors – A.I.F.R.I., with a diversified investment policy, of the closed-end type and managed externally. (3) BEDROCK INVESTMENT GROUP SA shall operate in compliance with the provisions of the capital market laws, the Companies Law no. 31/1990, as republished with the subsequent amendments and additions, the present Articles of Incorporation, “Company” Rules (herein referred to as “Rules”) and the Simplified Prospectus of the “Company” (herein referred to as “the Prospectus”). (4) The Company shall operate on the basis of a management contract to be concluded with Societatea de Administrare a Investițiilor Muntenia-Invest S.A. (5) The “Company” registered office is in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, code 020199. The Shareholders’ Extraordinary General Meeting may decide to relocate the headquarters of BEDROCK INVESTMENT GROUP SA anywhere in Romania. BEDROCK INVESTMENT GROUP SA may establish subsidiaries, branches, agencies, representative offices, as well as places of business, both in the country and abroad, in accordance with legal requirements and the provisions of the present Articles of Incorporation regarding authorisation and registration. (6) The “Company” operating life is 100 years. Shareholders have the right to extend the “Company” operating life before its expiry, by way of a Decision of the Shareholders’ Extraordinary General Meeting to that effect.”***

The new name shall be used in all documents, invoices, announcements, publications and other such documents issued by the Company only starting from the date of the authorisation/approval of the new name by the Financial Supervisory Authority.

When updating the Articles of Incorporation, as a result of the approval of the new Company name, the phrase “Societatea de Investiții Financiare MUNTENIA SA”/“SIF MUNTENIA SA”

shall be replaced with “BEDROCK INVESTMENT GROUP SA” or “the Company”, as the case may be, depending on the context.

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#### **Decision no. 5**

It is hereby approved the amendment of the Company Articles of Incorporation, as follows:

- **Art. 6 para. (15) shall be amended to read as follows:**

*“Each share gives the right to a vote. For each decision adopted, the Shareholders’ General Meeting shall determine at least the number of shares for which valid votes have been cast, the share of the share capital represented by those votes, the total number of votes validly cast, as well as the number of votes ‘for’ and ‘against’ each decision and, where appropriate, the number of abstentions. The ‘abstention’ position adopted by a shareholder regarding any of the items on the agenda of a general meeting of shareholders represents a vote expressed. The company will include in the convener of the general meeting of shareholders mentions regarding the qualification of the abstaining position adopted by the shareholder as a vote expressed if the legal provisions establish the requirement of such mentions.”*

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#### **Decision no. 6**

It is hereby approved the implementation of own Share Buy-back Programme by SIF Muntenia SA.

The Share Buy-back Programme shall be implemented in accordance with applicable legal provisions and shall have the following main characteristics:

The purpose of the programme: to decrease the share capital

The maximum number of shares: 18,000,000 shares

The minimum price per share: RON 0.1

The maximum price per share: RON 2.5183

The duration of the programme: at most 18 months after the publication of the decision in the Official Journal of Romania, Part IV.

Shares repurchased under the Programme shall be paid from sources provided for by the law, namely from Company available reserves.

The Buy-back Programme shall also include other requirements imposed by the specific laws, and the purchase of shares under the Programme shall be carried out by means of all market operations allowed by the specific laws, which may also include public purchase offerings initiated by the Company.

The approval of the Power of Attorney granted to SAI Muntenia Invest SA to take all the necessary steps and to complete all the formalities required for the implementation of the Buy-back Programme in compliance with the main characteristics listed above.

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**Decision no. 7**

**Is hereby approved the date of 12.07.2023 as the date of registration and of the date of 11.07.2023 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.**

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**SIF MUNTENIA SA**

**by Manager**

**SAI MUNTENIA INVEST SA**

**General Director,**

**Nicușor Marian Buică**