

## PROPOSAL

### Shareholders' General Extraordinary Meeting of SIF MUNTENIA SA as of 21/22 June 2023

#### ITEM 4 OF THE AGENDA

The approval of the change of name for the Company from Societatea de Investiții Financiare Muntenia SA to BEDROCK INVESTMENT GROUP SA and the approval of 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.”*

In case of approval of the name change by SEGM, 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.

## **1. General considerations**

Societatea de Investiții Financiare Muntenia SA (SIF Muntenia SA), established as a joint-stock company in November 1996, as the successor of the Private Property Fund IV Muntenia established in 1992, with headquarters in Bucharest, had the name imposed by law, this being the very descriptor of the activity carried out, to which was added the name of the historical province of Romania in which it has its headquarters.

Law no. 133/1996 for the transformation of Private Property Funds into financial investment companies, which contained specific provisions regarding the name of these companies, was fully repealed by art. 81 paragraph (3) of Law no. 243/2019 on alternative investment funds, starting from July 24, 2020.

Following the authorization by the Financial Supervisory Authority (FSA) as an alternative investment fund intended for retail investors (F.I.A.I.R.) according to FSA Authorization no. 151/09.07.2021, SIF Muntenia SA was removed from the FSA Register as a financial investment company, and continuing to keep the current name would be confusing.

## **2. Reason for changing the name of the company**

Based on the above mentioned, considering the fact that the current legal framework applicable to the activity of SIF Muntenia SA as an alternative investment fund intended for retail investors allows the adoption of a decision by the Extraordinary General Meeting of Shareholders regarding the name change, it can be deemed appropriate to change the name of the company from "SOCIETATEA DE INVESTII FINANCIARE MUNTENIA" SA in "BEDROCK INVESTMENT GROUP" SA.

The name of the company must be an appropriate title for an investment fund operating on an emerging market, in permanent interaction with competitors at national, European and world level. Within the accelerated process of globalization, the proposed name is easy to understand and appropriate for any investor and conveys solidity, preserving the objectives and experience on the capital market of SIF Muntenia SA, as well as openness and dynamism in the process of market transformation and maturation of capital from Romania. In addition, the new name expresses our core business and values in an individualized way.

Recently, the market and investor expectations have changed significantly. Thus, renaming the company is an important move to express changes and attract new investors.

Additionally, renaming the company may be part of a broader rebranding strategy. Investment funds must continuously adapt to changes in the market and respond to investors' expectations. Changing the company name can be a way to communicate these changes to our shareholders and attract new investors.

## **3. Choosing the name Bedrock Investment Group SA**

"Bedrock" is a term that suggests solidity and stability, and can be associated with a solid foundation upon which a successful structure can be built. The name "Bedrock Investment Group SA" was chosen because it symbolizes our core values, such as stability, security and trust, and thus underlines the fact that our company offers a solid and stable investment for investors. The name "Bedrock Investment Group SA" has a wide symbolism and numerous motivations underlying its selection, the predominant being the benefits brought to the company and its investors.

By renaming SIF Muntenia SA to Bedrock Investment Group SA, we will be able to differentiate ourselves from other investment funds, creating a strong and easily recognizable identity. Also, the

proposed name can be easy to remember, which will help promote and spread our messages to the general public.

#### **4. The benefits and the impact of the name change**

Changing the name to Bedrock Investment Group can bring benefits such as:

- Appropriateness with the field of activity in which it operates as well as with the company's strategic objectives: "Bedrock Investment Group" is a suitable title for an investment fund operating on an emerging market;
- Image improvement: "Bedrock Investment Group" suggests stability, solidity and trust and can lead to the improvement of the company's image for investors and the capital market in general;
- Attracting new investors: By associating the phrases "Bedrock" with "Investment Group", having a sound signature that expresses solidity, stability but also openness to new horizons, it can be more attractive for any Romanian or foreign investor looking for investment opportunities on long term in a solid and stable investment fund.

After changing the company's name, it will be necessary to update the documents and the website and a rebranding process will be carried out, so that the name, logo, other concrete or abstract symbols and elements convey the mission, vision and assumed values of Bradrock Investment Group SA.

The administrator of the company will take all the necessary legal steps for the registration and legal protection of all identification elements and will inform the shareholders about the important steps taken.

In conclusion, changing the name of SIF Muntenia SA to Bedrock Investment Group SA is a timely and necessary decision, which will contribute significantly to the growth of our brand and to the strengthening of our attractiveness among investors, meaning a safe, stable and solid investment.

Taking into consideration all of the above, SAI MUNTENIA INVEST SA, manager of SIF MUNTENIA, proposes that the following Decision to be adopted on Item 4 on the Agenda:

**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.

**SIF MUNTENIA SA**  
**by Manager**  
**SAI MUNTENIA INVEST SA**

**General Director,**  
**Nicușor Marian Buică**