

PROPOSAL

Shareholders' General Ordinary Meeting of SIF MUNTENIA SA as of 13/14 February 2024

ITEM 4 OF THE AGENDA

„4. Approval of the remuneration due to the administrator of S.A.I. Muntenia Invest S.A., for its mandate from 24.04.2024 – 24.04.2028 in an amount equal to that provided for in the management contract concluded on 27.04.2020 between Societatea de Investiții Financiare Muntenia S.A. and S.A.I. Muntenia Invest S.A., respectively maintaining the amount stipulated in the mentioned contract.”

In the event of the approval by the ordinary general meeting of shareholders of point 3 on the agenda of the meeting regarding the re-election of S.A.I. Muntenia Invest S.A. as sole administrator of Societății de Investiții Financiare Muntenia – S.A. ("SIF Muntenia - S.A."), the law provides for the establishment of a remuneration of the administrator in accordance with the provisions of art. 111 para. (2) lit. c) from the Companies Law no. 31/1990 and with the provisions of Law no. 74/2015 regarding administrators of alternative investment funds and with Law no. 243/2019 on the regulation of alternative investment funds and for the amendment and completion of some normative acts.

For the remuneration of the administrator, the investment strategy, objectives, values and long-term interests of SIF Muntenia – S.A. were taken into account. to stimulate the achievement of the company's objectives and an efficient management of the company's asset portfolio.

The proposed remuneration will ensure the stimulation of the restructuring process of the company's portfolio and its efficient management, in order to ensure sustainable growth in the long term. It is also aimed at stimulating and continuing the effort to create a balanced portfolio of the company, which is made up of assets (different financial instruments), which has the potential to increase the value of managed assets and investment income.

Considering the performances obtained by the administrator S.A.I. Muntenia Invest - S.A. in previous years, the appropriate management of risks and the stimulation of performance based on certain criteria, the administrator's remuneration proposal is in the sense of maintaining the administrator's previous remuneration, as it was provided for in the Administration Agreement concluded on 27.04.2020 between the Investment Company Financiare Muntenia S.A. and S.A.I. Muntenia Invest S.A.

The content of the management contract, which includes in Chapter V the remuneration of the company manager, is presented in the documents and informative materials of the ordinary general meeting of shareholders of SIF Muntenia – S.A.

Taking into account the above, it is proposed for item 4 on the agenda to adopt the following decision:

„4. It is hereby approved the remuneration due to the administrator of S.A.I. Muntenia Invest S.A., for its mandate from 24.04.2024 – 24.04.2028 in an amount equal to that provided for in the management contract concluded on 27.04.2020 between Societatea de Investiții Financiare Muntenia S.A. and S.A.I. Muntenia Invest S.A., respectively maintaining the amount stipulated in the mentioned contract.”

SIF MUNTENIA SA

by Manager

SAI MUNTENIA INVEST SA

General Director,

Nicușor Marian Buică