

PROPOSAL

Shareholders' General Extraordinary Meeting of SIF MUNTENIA SA as of 28/29 April 2022

ITEM 3 OF THE AGENDA

Approval for SIF Muntentia to carry out a Share Redemption Program of own shares.

The program is to run only if the Ordinary General Meeting of Shareholders convened on 28 / 29.04.2022 at 11 AM will approve the distribution of the net profit for 2021, according to item 4 on the agenda.

The Share Redemption Program shall be conducted in accordance with the applicable legal provisions and shall have the following main features:

The purpose of the program: to reduce the share capital

Maximum number of shares: 23,539,356 shares

Minimum price per share: RON 0.1

Maximum price per share: RON 2.5104

Duration of the program: maximum 18 months from the date of publication of the decision in the Official Gazette of Romania, part IV.

The payment of the repurchased shares within the Program will be made from the sources provided by law.

The Share Redemption Program will include other requirements imposed by the specific legislation and the acquisition of shares under the Program will be carried out through all market operations permitted by the specific legislation, which may include public takeover bids initiated by the Company.

Approval of the power of attorney of SAI Muntentia Invest SA to adopt all the necessary measures and to fulfil all the formalities required for the implementation of the Share Redemption Program in compliance with the main characteristics mentioned above.

The legal provisions of the following laws are applicable to The Share Redemption Program: Law no. 31/1990, on capital market legislation, Regulation (EU) no.596 / 2014 on market abuse and of the Delegated Regulation (EU) no. 1052/2016 supplementing Regulation (EU) No 569/2014 of the European Parliament and of the Council regarding the technical regulatory standards for the conditions applicable to redemption programs and stabilization measures are applicable to the operation of redemption its own shares.

According to the provisions of **art. 103¹ of Companies Law no. 31/1990**, republished, with the subsequent amendments and additions, the redemption of the shares can take place under the following conditions:

„a) the authorization of the acquisition of its own shares is granted by the extraordinary general meeting of the shareholders, which will determine the conditions of this acquisition, especially the maximum number of shares to be acquired, the duration for which the authorization is granted and which may not exceed 18 months from the date when the decision was published in the Official Gazette of Romania, Part IV, and, in the case of an acquisition for a consideration, their minimum and maximum equivalent value;

b) the nominal value of the own shares acquired by the company, including those already existing in its portfolio, may not exceed 10% of the subscribed share capital;

c) the transaction can only have as object fully paid shares;

d) the payment of the shares thus acquired will be made only from the distributable profit or available reserves of the company, as registered in the last approved annual financial statement, except for the legal reserves”.

According to the provisions of **art. 105 of Companies Law no. 31/1990**, the shares acquired by the company do not give the right to dividends during the period of their holding by the company. According to the same article, the voting rights conferred by the shares acquired by the company will be suspended during the period of their holding by the company.

The program of redemption of its shares by SIF Muntenia SA, proposed for approval to the Shareholders' General Extraordinary Meeting aims at cancelling the shares that will be purchased by the company, followed by the reduction of the share capital.

The main objectives of the redemption program are to reduce the discount between the net assets and the trading price, increase the asset per share and the liquidity of SIF4 shares in the market. The execution of the redemption program of own shares creates the premises for a possible increase of the shareholders returns, in the case of increasing the stock quotes.

The total cost of the redemption program subject to shareholder approval is influenced by the following main factors: the number of shares repurchased within the program, the purchase price of the repurchased shares, the trading costs (e.g. brokerage fees) and other costs including commissions due to the regulating institution.

SAI Muntenia Invest SA will properly inform the investors about the total costs of the redemption program and the impact on equity, after the program has been carried out.

The implementation of this redemption program will be made from own sources as provided by law.

Considering all of the above, SAI Muntenia Invest SA, the administrator of SIF Muntenia SA, proposes the adoption of the following Resolution:

It is hereby approved for SIF Muntenia SA to carry out a Share Redemption Program of own shares.

The Share Redemption Program shall be conducted in accordance with the applicable legal provisions and shall have the following main features:

The purpose of the program: to reduce the share capital

Maximum number of shares: 23,539,356 shares

Minimum price per share: RON 0.1

Maximum price per share: RON 2.5104

Duration of the program: maximum 18 months from the date of publication of the decision in the Official Gazette of Romania, part IV.

The payment of the repurchased shares within the Program will be made from the sources provided by law.

The Share Redemption Program will include other requirements imposed by the specific legislation and the acquisition of shares under the Program will be carried out through all market operations permitted by the specific legislation, which may include public takeover bids initiated by the Company.

Approval of the power of attorney of SAI Muntenia Invest SA to adopt all the necessary measures and to fulfil all the formalities required for the implementation of the Share Redemption Program in compliance with the main characteristics mentioned above.

**SIF MUNTENIA SA
by Administrator
SAI MUNTENIA INVEST SA**

**General Director,
Nicușor Marian Buică**