

Nr. 237/ DRU-L/ 05.06.2020

MEMO
regarding the need for approval of changing
SIF Oltenia SA Articles of Association

Considering the provisions of:

Art. 79 of Law no. 243/2019 **by which „A.O.P.C. authorized by A.S.F. on the date of enforcing this act (Law no.243/2019-o.n) and A.O.P.C. stipulated at art. 78 par. (2) letter b), with the exception of F.I.A.P.M. stipulated at art. 44 par. (1), are required, within 6 months from the enforcing date thereof, to:**

- a) adapt the constitutive and operation documents and the activity to the provisions of the present law;**
- b) to ask for authorization of the needed changes of the documents mentioned at letter a) and to submit the applications and documentation in this respect".**

We mention that Law no.243/2019 will come into force on 24.07.2020.

We ask you to approve SIF Oltenia SA Articles of Association in the form submitted.

The provisions of the updated constitutive act shall apply according to the legal provisions, after ASF approval and recording at ORC Dolj, respectively.

SIF OLTENIA SA
ARTICLES OF ASSOCIATION

- Art. 1 paragraph (2) is amended and will have the following content:

Legal form: The company is established as a legal person of private law, of Romanian nationality, organized as a joint stock company based on Law no. 31/1990 regarding the commercial companies.

- Art. 1 paragraph (3) is amended and will have the following content:

Company type: SIF Oltenia SA is classified according to the applicable legal provisions as an Alternative Investment Fund (AIF) destined to retail investors, diversified, self-managed category.

SIF Oltenia SA is authorized by the Financial Supervision Authority as an Administrator of Alternative Investment Funds.

- Art. 1 paragraph (5) is amended and will have the following content:

Operation of the company: The company is authorized by the Financial Supervisory Authority and operates in accordance with:

- legal regulations regarding companies;
- special regulations regarding financial investment companies;
- the regulations regarding the companies whose shares are admitted to trading on a regulated market;
- the legal provisions regarding the companies with legal personality;
- the legislation that regulates the activity of AFIA/FIA;
- The articles of incorporation;
- internal regulations.

- Art. 2 paragraph (2) is amended and will have the following content:

The company may establish or dissolve branches, representatives, agencies, offices and other secondary offices without legal personality on the territory of Romania or abroad, based on the decision of the Board of Administration, in compliance with regulations and legal provisions.

- Art. 4 paragraph (1) shall be reworded and shall have the following content:

The subscribed and paid-in share capital is 56,054,312.9 lei.

- In art. 4, after paragraph (1) paragraph (2) is inserted with the following content:

The share capital may be increased or decreased based on the decision of the Extraordinary General Meeting of Shareholders in compliance with the legal provisions in force and the regulations of the Financial Supervisory Authority.

- Art. 4, paragraphs (2), (3) and (4) shall be renumbered becoming paragraphs (3), (4) and respectively (5)

- Art. 5 paragraph (4) is amended and will have the following content:

The company may buy back its own shares, under the conditions provided by Law no. 31/1990 R, the regulations of the Financial Supervisory Authority applicable and any other applicable legal regulations.

- Art. 5 paragraph (5) is deleted

- Art. 5 paragraph (6) is renumbered becoming paragraph (5) and is amended having the following content:

The repurchased shares can be used in order to reduce the share capital, to regularize the course of own shares on the capital market and / or to provide incentives, in order to retain them, to members of the Board of Administration, senior management and company employees based on a stock option plan in compliance with legal provisions.

- In art. 5 a new paragraph shall be inserted, paragraph (6) with the following content:

The shares repurchased by the company do not give the right to dividends during the holding period by the company.

The right to vote will be suspended during their holding by the company.

- Art. 5 paragraph (7) is amended and will have the following content:

The shares are freely negotiable and transferable. The shares are traded through the regulated market of the Bucharest Stock Exchange.

- Art. 7 paragraph (4) letter (h) is deleted

- Art. 7 paragraph (4) letters i), j) and k) becomes paragraph (4) letters h), i) and respectively j).

- Art. 7 paragraph (4) letter l) is deleted.

- Art. 7 paragraph (4) letter m) becomes paragraph (4) letter k).

- Art. 7 paragraph (14) shall be completed with the following paragraph:

In special situations, the decisions of the general shareholders meetings may be adopted by another procedure for consulting the shareholders allowed by law. The

responsibility for establishing the manner of exercising the vote in such situations rests with the Board of Administration of the company.

- Art. 8 paragraph (6) shall be completed with the following paragraphs:

The general limits of the remunerations granted to the members of the Board of Administration and of the members of the Senior Management, including the additional remunerations for the members of the Board of Administration that are part of the advisory committees set up at the Board level are established by the Ordinary General Meeting of Shareholders.

In order to achieve the net profit indicator, the members of the Board of Administration, Senior Management and employees of the company have the right to receive as a whole, according to the approval of the Ordinary General Meeting of Shareholders and the provisions of the applicable Collective Labour Agreement, an additional incentive conditioned by the approval in the ordinary general meeting for approval of the annual financial statements.

The additional incentive fund will be determined and registered in the form of a provision from the gross profit, so that the realization of the net profit established by the Revenue and Expenditure Budget will not be endangered. The payment of the fund will be made after the approval of the annual financial statements.

- Art. 8 paragraph (10) is amended and will have the following content:

In the exercise of the mandate, the members of the Board of Administration have the possibility to be elected in the administration and management of the companies in the portfolio, with the application of the internal procedures to avoid conflicts of interests and other legal provisions.

- Art. 9 paragraph (2) is amended and will have the following content:

The Chairman of the Board of Administration will also fulfill the function of General Manager and the Vice Chairman of the Board of Administration will also fulfill the function of Deputy General Manager.

- Art. 16 becomes art. 10 with the same content and the following articles will be renumbered.

- Art. 12 (renumbered) paragraph (4) is amended and will have the following content:

The net profit will be distributed based on the approval of the ordinary general shareholders meeting, at the proposal of the Board of Administration, as follows:

- a) dividends due to the company's shareholders;
- b) reserves provided by law;
- c) other destinations established by the general meeting of shareholders.

- Article 12 (renumbered) paragraph 5 is deleted.

- Article 16 (renumbered) paragraph (1) is amended and will have the following content:

The company can acquire and hold investments only in assets and under the conditions allowed by the legislation in force.

- Art. 16 (renumbered) paragraph (2) is amended and will have the following content:

The company will invest in compliance with the rules of prudent diversification of the portfolio, imposed by the regulations in force

- Art. 17 shall be completed with the following paragraphs:

The value of the calculated net asset is certified by the company's depositary and is published for information according to the applicable legal provisions.

The evaluation of the assets managed by the company for the calculation of the net asset is performed according to the internal procedures, in compliance with the legal provisions in force.

- Art. 18 paragraph (2) is amended and will have the following content:

The conditions regarding the replacement of the Depositary, as well as the rules to ensure the protection of the shareholders will be provided in the deposit contract and will be made in compliance with the applicable legal provisions