

Translation from Romanian into English

**SOCIETATEA DE INVESTITII FINANCIARE OLTENIA SA**

Tufanele Street, no. 1, Craiova, Dolj

Registration Number in the Trade Register : J16/1210/1993

Sole registration code: 4175676

THE OFFICE OF TRADE REGISTER  
BY DOLJ LAW COURT  
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**STATUTE**

**Art. 1. The name of the company, legal form, headquarters, functioning duration, activity object, social capital, shares and shareholders of the company are provided in the company contract.**

**Art. 2. General Assembly of Shareholders**

The General Assembly of Shareholders is the supreme leading body of the company.

(1) The General Assemblies are ordinary and extraordinary.

The Ordinary General Assembly reunites at least once a year in maximum 4 months from the closing of the financial exercise.

The Extraordinary General Assembly will be summoned any time it is needed.

Besides the debate of other issues inscribed on the agenda, the Ordinary General Assembly is committed:

- a) to discuss, approve or modify the annual financial statements, on the basis of the reports of administrators and financial auditor and to establish the dividend;
- b) to elect the administrators and the financial auditor;
- c) to establish the remuneration due for the current exercise of the administrators, if it was not established by the Articles of Association;
- d) to pronounce on the administrators management;
- e) to establish the budget of incomes and expenses and, according to case, the activity program for the next financial exercise;
- f) to decide upon the pledge, rent or annulment of one or more units of the company.

The Extraordinary General Assembly reunites for:

- the increase of the social capital;
- the change of the activity object of the company;
- the change of the legal form of the company;
- the relocation of the headquarters;
- the merge with other companies;

- the reduction of the social capital or its reunification by issue of new shares;
- the anticipated dissolution of the company;
- any other modification of the company contract or of the statute or any other decision for which it is required the approval of the extraordinary assembly.

(2) The summons of the General Assembly of Shareholders will be made taking into account the provisions of the Law no. 31/1990, the enforceable RNSC regulations in force, the provisions of the Law 297/2004 regarding the summons of the general assemblies in companies admitted to transaction, as well as of other legal regulations in force, applicable to SIF.

The general assembly is summoned by publishing an announcement in the Official Gazette and in a widely spread newspaper at least 30 days before the date established for its taking place.

The General Assembly will be summoned by administrators any time it is needed, according to the dispositions of the Articles of Association.

The administrators are obliged to immediately summon the General Assembly at the request of shareholders representing at least 1/10 of the social capital, as well as in case the administrators acknowledge the loss of half of the social capital.

(3) The participation right in A.G.A. is held by the shareholders inscribed in the evidences supplied by the Independent Register of Shareholders, corresponding to the reference date. The right to cash dividends, as well as to benefit from any other rights established by the AGA decisions is held by shareholders according to the registration date which will be established by AGA which will adopt the decision, date which will be further with at least 10 working days to the development date of AGA.

(4) The participation to A.G.A. will be made directly or through representatives who hold the quality of shareholders appointed on the basis of a special power of attorney, according to the provisions of the Law no. 31/1990 and the regulations issued by RNSC. The shareholders can be represented in AGA by persons, other than shareholders, except for the administrators, on the basis of a special power of attorney authenticated according to the regulations issued by RNSC in this respect.

The special powers of attorney, the ballots by mail, in the form settled by law, can be sent to shareholders by recommended letter with paid answer.

(5) The voting right. Each share gives the right to one vote.

The vote can be also expressed by mail. The procedure of expressing the vote by mail will be the one established by the Administration Board.

(6) For the validation of the deliberations of the ordinary general assembly it is necessary the presence / representation of shareholders who should represent at least half of the social capital, and the decisions must be taken by the shareholders who hold the majority of the social capital represented in the assembly. If the validity conditions are not fulfilled, a second summons of the assembly will take place, being able to deliberate on the matters in

the agenda whichever is the capital part represented by shareholders present, the decisions being taken with majority.

For the validity of the extraordinary general assemblies, on the first summons is necessary the presence of shareholders representing  $\frac{3}{4}$  of the social capital, and the decisions be taken with the vote of a number of shareholders who represent at least  $\frac{1}{2}$  of the social capital. In the next summons it is needed the presence of shareholders representing at least  $\frac{1}{2}$  of the social capital, and the decisions be taken with the vote of a number of shareholders who represent at least  $\frac{1}{3}$  of the social capital.

The election or revocation of the Administration Board or of any administrator is made by the Ordinary General Assembly of Shareholders, with the quorum provided by Statute for the extraordinary general assembly.

(7) The decisions of the general assembly are taken with an open vote or secret vote. The secret vote is obligatory for the election of the Administration Board and the financial auditor, for their revocation and for taking the decisions related to the administrators responsibility.

The members of the Administration Board cannot vote on the basis of the shares they hold neither personally, nor through representatives for the discharge of their inventory or for a matter that would concern their person or activity.

The shareholder who in a certain operation holds an interest contrary to that of the company, will have to abstain from deliberations regarding that operation.

The shareholder who opposes to this disposition is responsible for the damages caused to the company, if without his vote the required majority would not have been obtained.

The decisions taken by the general assembly within the limits of the law and the company statute are also compulsory for the shareholders who were not part in the assembly or voted against.

(8) The General Assembly of Shareholders is presided by the President of the Administration Board and in his absence by the Vice President.

At the request of Societatea de Investitii Financiare OLTENIA S.A, the Independent Register of Bucharest Stock Exchange participates to the organization and development of A.G.A. according to the regulations in force.

The General Assembly elects from shareholders a secretariat formed of 3-5 persons who should verify the attendance list and the representation of shareholders, their voting right and to elaborate the minutes of the assembly, which will be inscribed in a sealed and stamped register and will be signed by the President of the general assembly and by the secretariat.

(9) The election and revocation of the Administration Board or of any administrator is made by the Ordinary General Assembly of Shareholders, with the quorum provided by the statute for the Extraordinary General Assembly.

### **Art.3. The Administration Board**

(1) The company is administered by an Administration Board composed of 7 members, elected by the general assembly for a period of 4 years, with the possibility to be re-elected. In case in the Administration Board is created a vacant seat, the ordinary general assembly will appoint a new administrator. The duration of his appointment will be equal to the period remained until the expiration of his predecessor's mandate. Until the first General Assembly which validly adopts the election decision of administrators on the seats remained vacant, the administrators in charge can complete in a provisory manner the composition of the Administration Board, according to the provisions of art. 156 of the Law no. 31/1990 R with the observance of the approval conditions by the National Commission of Securities of the persons coopted.

(2) The administrators will be remunerated for the activity developed, each administrator being compelled to file, according to law, a warranty representing the double of their monthly wages.

The warranty will be filed in a distinct bank account, at the exclusive disposition of the company and will be returned to the administrator only after the general assembly has approved the financial statement of the last financial exercise in which the administrator fulfilled this position and gave it discharge.

(3) The Administration Board elects from his members a president and a vice president. The President of the Administration Board can also fulfil the position of General Manager of the company, and the vice president that of Deputy General Manager.

(4) The Administration Board is reunited at the headquarters of the company or in another place established by summons, once a month or any time is necessary, at the convocation of the president, or, in his absence, of the vice president.

At the same time, the Administration Board can be summoned at the request of 1/3 from the number of its members.

The summons of the members of the Administration Board is assured at least 5 days before the date established for the ordinary meeting and one day before for the extraordinary meeting.

The President presides the meetings. In case of absence of the president, the works are conducted by the vice president.

(5) The decisions of the Administration Board are valid if there were present at least half plus one of the number of its members and voted "for" the majority of the present members. In case of tie vote the vote of the president is decisive, respectively of the vice president, in his motivated absence.

(6) The Administration Board has unlimited powers in the interval contained between the general assemblies, regarding the administration of the company, except for those which the law or statute exclusively provide for the general assembly.

It decides upon:

- the hiring and dismissal of executive managers of the company, the establishment of their rights and duties;
- approves the operations of cashes and payments;
- approves the operations of sale and purchase of goods;
- approves the conclusion or cancellation of contracts;
- establishes the marketing tactic and strategy;
- submits to the approval of the Ordinary General Assembly of shareholders within 4 months from the closing of the financial exercise, the annual financial statements, on the basis of the reports of administrators and financial auditor, the allocation of the profit, the establishment of the dividend, the budget of incomes and expenses and the activity program for the next financial exercise ;
- approves the contracting of bank loans and the award of warranties;
- approves the pledge, rent and mortgage of the company assets;
- concludes administration contracts and depositing contracts;
- approves the organization and functioning regulations of the company, the operation and control handbook, the administration policies and strategies;
- solves any other problems established by the General Assembly of Shareholders.

The Administration Board also performs the attributions provided by art. 113 letters c), f) and g) of the Law no. 31/1990 republished.

(7) The Administration Board can assign from its attributions to a Direction Committee composed of members elected between administrators, establishing at the same time their retribution.

The president and, in his absence, the vice president represents the company in the relations with third parties.

The members of the Administration Board have to right to recover the expenses determined by the performance of the mandate.

The General Assembly of Shareholders will establish every year the value of the indemnity which is to be paid to administrators.

#### **Art. 4.**

The company will have financial auditor and internal auditor, who will develop their activity according to the legal provisions applicable and the contracts which will be concluded in this respect.

#### **Art. 5. The personnel of the company**

The organization of the company and the state of functions with the retribution limits are approved by the Administration Board.

The appointment and revocation of executive managers is made by the General Manager with the previous approval of the Administration Board. The remaining personnel is employed by the General Manager.

The administrators and the personnel of the company will participate to benefits in a proportion which will be established every year by the ordinary general assembly of shareholders.

**Art. 6. The company can temporarily borrow funds, with the concomitant observance of the following conditions:**

- the total volume of any debt of the company of investments should not exceed at any moment 10% of its subscribed and transferred capital;
- the funds should be exclusively borrowed for the payment of the issue price of subscribed securities, according to the dispositions of the respective issuer regarding the option right;
- the funds borrowed should be fully reimbursed within 30 days from the loan date;
- in case Societatea de Investitii Financiare OLTENIA S.A., has an administration contract with an administration company, no expenses or commissions should be charged by this administration company in connection with or following such a loan.

**Art. 7. Reports**

The company will publish and transmit to RNSC and the Stock Exchange the reports provided by the enforceable legal regulations in force to the issuers whose shares are transacted.

**Art. 8.** The company can acquire and hold investments only in the conditions admitted by the legislation in force.

**Art. 9.** The company will invest in securities with the observance of the rules of prudent diversification of the portfolio, imposed by the regulations in force.

**Art. 10. Incompatibilities**

The natural persons who can candidate for occupying a position in the Administration Board of SIF Oltenia SA must cumulatively fulfil the conditions provided in art. 18 paragraph (1) letter d) of the RNSC Regulations no. 15/2004 and that is:

- a) to have a good reputation and sufficient experience in order to assure the safe and prudent administration of SIF;
- b) not to be members in the administration board of a credit institution which fulfils the task of depositary for the respective SIF, not to be members in the Administration Board of SSIF with which SIF or SAI concluded an intermediation agreement or in

the administration board of another SIF and not to be employees or have any other direct or indirect contractual relationship with another SIF or SAI. The members of the Administration Board of a SIF cannot be members in the Administration Board of a SAI;

- c) not to have been convicted with a sentence remained definite for fraudulent management, confidence abuse, forgery, use of forgery, deceit, misappropriation, lying testimony, giving or taking bribery as well as other economic infractions;
- d) not to be under the incidence of the sanctions provided in art. 273 paragraph (1) letter (c) of the Law 297/2004 applied by RNSC or of certain similar sanctions applied by BNR, CSA or by other surveillance and settlement authorities in the economic and financial field of Romania or from abroad;
- e) to have higher education of long term graduated with bachelor's degree exam or diploma exam, according to case.
- f) to have professional experience in a field that is included in the financial-banking activity or of the capital market or in the legal field of minimum 3 years;
- g) not to have held the position of administrator of a Romanian or foreign commercial company found on the way of judicial reorganization or declared in state of bankruptcy, in the last two years, previous to the starting of the bankruptcy procedure, situation to which they prove to be responsible, if the responsibility was established by a permanent and irrevocable court order.

**Art. 11.** The calculation of the value of the net assets will be done with the observance of the applicable regulations in force.

**Art. 12.** The company will conclude a depositing contract with a depositary approved by RNSC. The activities which the depositary will develop will be provided in the depositing contract.

**Art. 13.** The dissolution of the company will take place in the cases expressly provided by law. In case of dissolution the company will be liquidated.

The liquidation follows the procedure provided by law. After its finalization the liquidators will require the radiation of the company from the Trade Register.

**Art. 14.** The litigations of the company with natural or legal persons are of the competence of trial courts of Romania. They can also be solved by arbitration.

**Art. 15.** The present statute is completed with the legal provisions in matter of commercial companies – common law – and with the special legal provisions in matter of companies of financial investments.

Any normative acts appeared further on which eliminate or restrain the limitations expressly provided at present for the companies of financial investments, adequately modify the clauses of this statute, by the effect of the law.

**Art. 16.** The amendments brought to the present statute will be communicated to RNSC and BVB previous to the submittal to AGA approval.

**The present Statute represents the re-updated form of the Statute of SIF Oltenia SA, authenticated under the no. 419/16.03.2000 (The last re-updated form was filed at ORC Dolj under the no. 47278 / 05.09.2013), according to:**

- the Decision no. 6/20.04.2013 of the Ordinary General Assembly of SIF Oltenia's Shareholders;
- CIM no. 30144/29.05.2013 issued by Dolj County Trade Register Office;
- the Decision of the Administration Board no. 6/20.04.2013;
- CIM no. 31051/03.06.2013 issued by Dolj County Trade Register Office;
- article no. 22 of the Decision of the Administration Board no. 3/28.03.2014;
- Certificate for submission registering and documents mention no 17346 / 07.04.2014 issued by Dolj County Trade Register Office;
- article no. 1 of the Decision of the Administration Board no. 4/04.04.2014;
- the Decision no. 5/29.04.2014 of the Ordinary General Assembly of SIF Oltenia's Shareholders;
- the Approval no.A/27/16.05.2014 issued by the FINANCIAL SUPERVISION AUTHORITY ;
- CIM no. 25452/26.05.2014 issued by Dolj County Trade Register Office;

Elaborated according to the provisions of art. 204 (4) of the Law 31/1990 R with the subsequent amendments and completions

**THE ADMINISTRATION BOARD**

**Associate Professor PhD ec. TUDOR CIUREZU**

**PRESIDENT**

*Illegible signature*

*Seal of Societatea de Investitii Financiare Oltenia S.A., J16/210/1993, Romania, 2*