

**Administrator de Fonduri de Investiții Alternative (A.F.I.A.)**

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BVB – categoria Premium (SIF5)  
Capital social: 58.016.571 lei  
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Număr Registru A.S.F.: PJR07<sup>1</sup>AFIAA/160004/15.02.2018  
LEI (Legal Entity Identifier): 254900VTOOM8GL8TVH59  
CUI/CIF: RO 4175676 J16/1210/30.04.1993

No. 3593/ 24.04.2019

Translation from Romanian into English

**To: BUCHAREST STOCK EXCHANGE**

Fax no.: 021-307.95.19

**FINANCIAL SUPERVISORY AUTHORITY**

**Financial Instruments and Investments Sector**

Fax no.: 021.659.60.51

**CURRENT REPORT**

**according to the FSA Regulation no. 5/2018  
regarding the issuers and securities transactions**

*Report date: 24.04.2019*

*Name of the issuer: Societatea de Investiții Financiare OLTENIA S.A.*

*Headquarters: județul Dolj, Craiova, Str. Tufănele nr. 1, cod poștal 200767*

*Phone/Fax: 0251-419.335 / 0251-419.340*

*Fiscal Registration Code: RO 4175676*

*Order number at the Trade Register: J16/1210/30.04.1993*

*FSA Register Number: PJR07<sup>1</sup>AFIAA/160004/15.02.2018*

*ISIN: ROSIFEACNOR4*

*LEI Code: 254900VTOOM8GL8TVH59*

*Depository-Custodian: Raiffeisen Bank S.A.*

*Depository: Depozitarul Central Bucuresti*

*Share capital subscribed and paid: 58,016,571 lei*

*Regulated market on which the issued securities are traded on: Bucharest Stock Exchange – Shares, Premium Tier (market symbol SIF5)*

**Important event to report:**

**Decisions of the Ordinary General Shareholders Meeting met on 24.04.2019, at first call**

**The Ordinary General Meeting of SOCIETATEA DE INVESTITII FINANCIARE OLTENIA SA** shareholders, statutorily reunited on **24.04.2019**, on the first convocation, in the presence of shareholders holding **276,014,013** valid voting rights, representing **49.241%** of the total valid voting rights, based on the Law no. 31/1990 R, as further amended and supplemented, on the Law no. 297/2004 as amended and supplemented, on the Law no. 24/2017, on the ASF regulations in force and on the own articles of incorporation, with the votes cast, the way it is evidenced in the minutes of the meeting, corresponding to the issues entered on the agenda, adopted the following resolutions :

## **RESOLUTION no. 1**

It is approved the election of the meeting secretariat composed of 3 members, respectively Mrs. Cimpoeru Ana - Internal Auditor, Mr Nedelcu Ion Eugen and Mr. Pauna Ioan with the identifying details available at the company headquarters, Mister Pauna Ioan being chosen the secretary of the meeting who will draft the Minutes of the meeting. The persons proposed have the quality of shareholders of SIF Oltenia SA.

Votes **for 95.795 %**, votes **against 4.205%** and **abstentions 0%** of the total votes cast.

## **RESOLUTION no. 2**

It is approved the election of the Commission for Counting the Votes cast in the OGSM composed of three members, namely Mr. Vigar Ion, Mr Patrichi Ion and Mrs. Talea Mihaela, with the identifying details available at the company headquarters. The persons proposed have the quality of shareholders of SIF Oltenia SA.

Votes **for 95.795%**, votes **against 4.205%** and **abstentions 0%** of the total votes cast.

## **RESOLUTION no. 3**

(1) The individual financial statements of SIF Oltenia SA on 31.12.2018, prepared and presented in accordance with International Standards of Financial Reporting (IFRS), are approved in the form presented, based on the Report of the Administration Board and the Report of the Financial Auditor (including the provision formed for the stimulation of employees, of the members of effective management with mandate contract and of the members of the Administration Board, under the provisions of the Articles of incorporation of SIF Oltenia SA, Decision no.5 of OGSM SIF Oltenia SA from 20.04.2013, Decision no. 9 of OGSM SIF Oltenia from 04.04.2017, Mandate Contracts of Effective Leaders and Collective Labour Agreement of the company. The preparation and distribution of the fund for the effective leadership and administrators will be performed under the provisions of the Decision no. 5 of OGSM SIF Oltenia SA from 20.04.2013 and Decision no. 9 of OGSM SIF Oltenia from 04.04.2017, and for employees, the distribution competence shall be delegated to the effective management).

The main economical-financial indicators related to the year 2018 are :

	- lei -
<b>Total Income</b>	<b>123,632,287</b>
<b>Total Expense</b>	<b>22,246,584</b>
<b>Gross Result - profit</b>	<b>101,385,703</b>
Profit Tax	5,125,903
<b>Net Result - profit</b>	<b>96,259,800</b>

Votes: **for 90.068%**, **against 2.316%**, **abstention 0%** and **without option 7.616%** of the total votes cast.

(2) The consolidated financial statements of SIF Oltenia SA on 31.12.2018, prepared in accordance with International Standards of Financial Reporting (IFRS), are approved in the form presented, based on the Report of the Administration Board and the Report of the Financial Auditor.

Consolidated situation of the overall result as of 31.12.2018:

	- lei -
<b>Profit before tax</b>	<b>99,132,064</b>
Income tax	(5,909,411)
<b>Net profit of the financial exercise</b>	<b>93,222,653</b>
<b>Total overall result related to the period</b>	<b>183,245,366</b>
<b>Net profit related to</b>	
Company shareholders	92,712,041
Minority interest	510,612
	<b>93,222,653</b>
<b>Overall result related to</b>	
Company shareholders	184,073,891
Minority interest	(828,525)
	<b>183,245,366</b>
<b>Result per share</b>	
Basic	0.1598
Diluted	0.1598

Votes **for 92.384%**, votes **against 0 %**, **abstentions 0%** and **without option 7.616%** of the total votes cast.

#### **RESOLUTION no. 4**

It is approved the allocation of net profit for the financial year 2018 in the amount of **96,259,800.47lei**, on the following destinations:

**a) Dividends: 84,081,469.35 lei (87.3485% of net profit)**, which ensures a gross dividend per share of **0.15 lei**.

The proposed dividend provides a yield of **7.0175%** calculated at average trading price in 2018 (**2.1375 lei/share**) and **7.1942%** calculated at closing price for the year 2018 (**2.0850 lei/share**).

Approval of date **17.06.2019** as dividend **PAYMENT DATE** according to provisions art. 178 par. (2) of ASF Regulation no. 5/2018. The dividend distribution to the shareholders will be made complying with the legal provisions, the costs related to the payment being borne by the shareholders from the net dividend value.

**b) Other reserves: 12,178,331.12 lei (12.6515% of net profit)** in order to establish the funds necessary for carrying out a further program of repurchasing about **30,000,000 own shares aiming to decreasing the company's share capital by cancellation of the repurchased shares**.

**Program duration: maximum 18 months from publishing in the Official Gazette of Romania of the EGSM decision that will set the conditions for carrying out the repurchase program.**

Votes **for 95.795%**, votes **against 4.205%** and **abstentions 0%** of the total votes cast.

## RESOLUTION no. 5

It is approved to discharge managers from administration for the activity carried out in the financial year 2018.

Votes **for 95.717%**, votes **against 0%** and **abstentions 4.276%**, votes **canceled 0.007%** of the total votes cast.

## RESOLUTION no. 6

The Incomes and Expenditures Budget for the year 2019 and the Strategy for the year 2019 are approved in the presented form.

The main economical-financial indicators provided in the Income and Expense Budget for the year 2019:

	- lei -
Total income	142,683,000
Total expense	28,978,767
Gross profit	113,704,233
Current profit tax	3,129,309
Net profit	110,574,924

Votes **for 79.002%**, votes **against 6.303%** and **abstentions 14.695%** of the total votes cast.

## RESOLUTION no.7

The performance in the financial year 2019 of the accounting record in „incomes" of the dividends unclaimed for more than three years from their chargeability date, for which the right to sue is extinguished by prescription, namely the dividends related to the financial year 2015, the way they will be found registered in the records of SIF Oltenia SA as unpaid at the end of the day 02.10.2019.

Votes **for 95.795%**, votes **against 4.205%** and **abstentions 2,000** votes of the total votes cast.

## RESOLUTION no.8

It is approved the date of **28.05.2019 as a registration date (ex date 27.05.2019)**, in accordance with the provisions applicable for the determination of the shareholders on whom the effects of the adopted decisions are reflected..

Votes **for 95.795%**, votes **against 0%** and **abstentions 4.205%** of the total votes cast.

*There are no other events to report.*

Board of Directors  
Associate Prof. PhD ec. Tudor Ciurezu  
Chairman / General Manager

ec. Viorica Balan  
Compliance Officer