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FINANCIAL SUPERVISORY AUTHORITY**Financial Instruments and Investments Sector**

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Investors information**on the share buy-back programme carried out on the basis of the approval expressed by the Extraordinary General Shareholders Meeting (E.G.S.M.) of S.I.F. Oltenia S.A. on 25.03.2020**

The own share buy-back programme, developed by S.I.F. Oltenia S.A. based on the E.G.S.M. approval on 25.03.2020, was implemented in full agreement with the will and interests of shareholders, given the positive effects induced in terms of shareholders' remuneration by previous programmes.

Within E.G.S.M. of S.I.F. Oltenia S.A., which took place on 25.03.2020, it was approved by a majority of 91.5825% of the valid votes cast, following the expression of a total number of 239,939,382 held by shareholders present, represented or who they expressed their vote by correspondence, representing 41.3570% of the company's share capital, Decision no.8, regarding the development of a program to repurchase its own shares, under the following conditions:

(i) *the size of the programme* – buy-back of 22,149,143 own shares with a nominal value of RON 0.10/ share representing 3.817727% of the reported share capital or 3.951372% of the share capital resulting from the decision to reduce the share capital approved in the E.G.S.M. of S.I.F. Oltenia S.A. from 18.11.2019;

(ii) *the acquisition price of the shares* - the minimum purchase price will be RON 0.1/ share, and the maximum price will be RON 3.00/ share;

(iii) *the duration of the program* - until 15.08.2020;

(iv) *the payment of the repurchased shares will be made* from the distributable profit or from the available reserves of the company registered in the last approved annual financial statement, except for the legal reserves, according to the 2019 financial statements, in accordance with the provisions of art.155 letter a) of Companies Law no. 31/1990, reissued and amended;

(v) *the destination of the program* - reduction of the share capital by canceling the repurchased shares.

By the Decision no. 863/ 15.07.2020, the Financial Supervision Authority approved the public offer document for the purchase of shares issued by S.I.F. Oltenia S.A., an offer that had the following characteristics:

- number of shares object of the offer: 22,149,143, representing 3.951372% of the share capital;

- nominal value: RON 0.1/ share;

- purchase price: RON 2.75/ share;

- running period: 22 July 2020 – 4 August 2020;

- the intermediary of the offer: SSIF Voltinvest SA

Between 22.07.2020 - 04.08.2020, the public offer to buy the shares issued by S.I.F. Oltenia S.A. was launched, launched by S.I.F. Oltenia S.A., in which a number of 194,486,516 shares were

submitted, representing 34.69608% from the subscribed share capital of the issuer. Within this offer, a number of 22,149,143 shares were purchased, in a total value of RON 60,910,143.25.

Subsequently, within E.G.S.M. of S.I.F. Oltenia S.A., held on 29.10.2020, the shareholders approved the reduction of the subscribed share capital of S.I.F. Oltenia S.A. from RON 52,214,914.3 to RON 50,000,000 by canceling a number of 22,149,143 shares own shares acquired by the company as a result of *between 22.07.2020 - 04.08.2020* - the public offer to buy its own shares.

LEGAL FRAMEWORK OF THE EQUITY BUY-BACK PROGRAMME

The repurchase operation of its own shares is affected by the provisions of the Companies Law no. 31/1990, reissued and amended, Law no.24/2017 on issuers of financial instruments and market operations, Regulation (EU) no.596/2014 on market abuse and Delegated Regulation (EU) no.1052/2016 supplementing the Regulation (EU) no.Regulation (EC) No 596/2014 of the European Parliament and of the Council as regards regulatory technical standards for the conditions applicable to buy-back programmes and stabilization measures.

According to the provisions of Art. 103¹ of the Companies Law no.31/1990,

"1. A company shall be allowed to acquire its own shares, either directly or through a person acting in its own name but on behalf of the company concerned, subject to the following conditions:

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

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

c) the transaction may have as object only fully paid-up shares;

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

... "

Restrictions set out in art.103¹ does not apply in the case of shares acquired by the company as a result of a decision of the general meeting to reduce the share capital, according to the provisions of art.17 para. (1) letter a) of Law no.31/1990.

Pursuant to Art.105 of Law no.31/1990, the shares acquired in accordance with the provisions art.103¹ and art.104 do not give the right to dividends during the period of their holding by the company and the voting right conferred by the shares thus acquired will be suspended during the period of their holding by the company.

OBJECTIVES OF THE OWN SHARE BUY-BACK PROGRAMME

The share buy-back programme aimed to cancel a number of 22,149,143 own shares acquired by the company, followed by the corresponding reduction of the share capital. This buy-back programme was submitted to the approval of E.G.S.M. of S.I.F. Oltenia S.A. on 25.03.2020 following the request to complete the agenda of the respective meeting, received by the company from some shareholders holding 5.029% of the share capital. The request in question underlined the fact that the previous buy-back programmess were carried out by the company and concluded successfully, given that the public offers for the purchase of shares issued by S.I.F. Oltenia S.A. were oversubscribed. Moreover, the respective request highlighted that the implementation of a new buy-back programme is in accordance with the will and interests of the shareholders, in accordance with the legal provisions.

The company's buy-back offer regarding its own shares is an instrument of rewarding investors, complementary to the collection of dividends, which can favor the increase of the share price and the interest of the shareholders towards making medium and long term investments.

The share buy-back programme carried out between 22.07.2020 - 04.08.2020 was financed from the company's own funds.

The own shares buy-back programme was subscribed 8.78 times, the number of shares deposited within it being 194,486,516 shares, representing 34.6961% of the company's share capital.

OWN SHARE BUY-BACK PROGRAMME COSTS

The share buy-back programme, carried out between 22.07.2020 - 04.08.2020, had the following costs:

RON 60,910,143.25	- value of repurchased SIF5 shares;
RON 304,551.21	- transaction fee for repurchased SIF5 shares;
RON 609,101.43	- ASF share representing 1% of the value of the public purchase offer;
RON 131,565.91	- public offering commission charged by the Bucharest Stock Exchange in the amount of 0.216% of the value of the shares purchased through the Public Offering;
RON 4,183.05	- Advertising of the Public Purchase Offer in the Gazeta de Sud newspaper and the Bursa newspaper;
RON 5,520.26	- Commission for custody of repurchased SIF5 shares charged by Raiffeisen Bank SA (depository company) for the period January 2020 - April 2021.
RON 61,965,065.11	Total
RON 2,214,914.30	- Nominal value of repurchased shares
RON 59,750,150.81	losses related to equity instruments

Following the operation of the decrease of the share capital, the own share capital of S.I.F. Oltenia S.A. will undergo variations, in the sense of their decrease with the value allocated within the buy-back programme.

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