

CURRENT REPORT

Current Report according to:	Law 24/2017, FSA Regulation 5/2018
Report date:	18.03.2021
Name of the issuing entity:	Societatea de Investiții Financiare MUNTENIA SA
Registered office:	București, Splaiul Unirii nr. 16, București, sector 4
Phone/fax number:	021.387.3210 / 021.387.3265
Sole Registration Code:	3168735
Order number in the Trade Register:	J40/27499/1992
Subscribed and paid-up share capital:	78.464.520,10 lei
Regulated market on which issued securities are traded	Bucharest Stock Exchange

Important event to be reported:

The Decision of the Board of Directors of SAI MUNTENIA INVEST S.A. at the meeting held on 18.03.2021 regarding the convening of SIF MUNTENIA S.A. Shareholders General Ordinary Meeting for 28/29 of April 2021

CONVENING NOTICE for the Shareholders General Ordinary Meeting of SIF MUNTENIA SA

Societatea de Administrare a Investițiilor MUNTENIA INVEST S.A., Administrator of SOCIETATEA DE INVESTITII FINANCIARE (SIF) MUNTENIA S.A., a company with the registered headquarters in 46-48 Serghei Vasilevici Rahmaninov St., ground floor, room 2, Sector 2, Bucharest, registered with the National Trade Registry Office under number J40/27499/1992, Sole Registration Code 3168735, with a subscribed and paid up share capital of 78,464,520.10 RON, registered in the FSA Register under no. PJR09SIIR/400005/15.06.2006, authorized by NSC Decision no. 1513/15.07.1999, registered in the Register of Personal Data Processing Operators under no. 26531, according to the provisions of Art. 117 of Companies Law no. 31/1990, Law no. 243/2019 on the regulation of alternative investment funds and for amending and supplementing some normative acts, Law no. 24/2017 on issuers of financial instruments and market operations, regulations issued by the Financial Supervisory Authority (“FSA”), considering as well the stipulations of the Articles of Incorporation of the Company,

HEREBY CONVENES

The Shareholders General Ordinary Meeting (SGOM) for 28.04.2021, at 9.30 a.m., at the address from Bucharest, 113A Mircea Eliade Boulevard, Sector 1, Mezzanine Conference Hall – Diesel

Hotel, for all the shareholders of the Company registered in the Shareholders' Register issued by DEPOZITARUL CENTRAL S.A. at the end of 15.04.2021, date considered as the reference date.

The Shareholders General Ordinary Meeting (SGOM) will have the following AGENDA:

1. Appointment of the SGOM secretariat made up of three members, namely Mr. Gheorghe Marcel, Ms. Stratan Ana and Ms. Drișcu Adelina, with the identification data available at the headquarters of the Company. Mr. Gheorghe Marcel will be the secretary that prepares the minutes of the meeting. The persons nominated are shareholders of SIF Muntenia SA.
2. Appointment of the commission for counting the votes expressed by the shareholders on the items on the agenda of the SGOM, respectively Mr. Gheorghe Marcel, Ms. Stratan Ana and Ms. Drișcu Adelina with the identification data available at the company headquarters.
3. Approval of the annual financial statements of SIF Muntenia S.A. for the 2020 financial exercise, according to the discussions and reports presented by the Administrator SAI Muntenia Invest S.A., the financial auditor KPMG Audit S.R.L. and the Shareholders Representatives Council (SRC).
4. Approval to cover the accounting loss reported in the financial statements related to the financial exercise ended 31 December 2020, amounting to 25,856,302 lei from reserves distributed from the net profit amounting to 606,660,572 lei, reserves that were constituted from the net profits of the years 1992 – 2019.
5. Approval for SIF Muntenia S.A.'s Management Program and the Revenues and Expenditure Budget for the 2021 financial exercise.
6. Approval for SIF MUNTENIA S.A.'s Remuneration Policy, according to the proposal contained in the presented/published material.
7. Approval for performing the accounting registrations corresponding to the prescription of the right to request the payment of dividends not claimed for three years from their due date, amounting to 14,337,520.68 Lei and the registration of this amount to reserves.
8. Approval of the remuneration for the members of SIF Muntenia SA's Shareholders Representatives Council for the 2021 financial exercise.
9. Approval of 20 May 2021 as the record date (19 May 2021 as the ex date), according to the stipulations of art. 86, para. 1 of Law 24/2017 on issuers of financial instruments and market operations and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations.

In case the legal and statutory quorum conditions are not met on the first convocation, a new Meeting shall be convened for **29.04.2021**, at the same times, place and with the same Agenda. The reference date for the shareholders' participation to the vote during the second Meeting shall remain the same, namely **15.04.2021**.

The share capital of the Company is made up of 784,645,201 nominal shares, with a face value of 0.1 lei, dematerialized and indivisible, each share giving the right to one vote within the shareholders general meeting.

Documents related to the Shareholders General Meeting

The Company's annual unaudited financial statements related to 2020 and the Report of the Administrator SAI Muntenia Invest S.A., shall be made available to the shareholders starting with 22.03.2021.

SIF Muntenia's Financial Auditor's Report, the SRC Report and other informative materials related to the Agenda of the SGOM, special power of attorney forms and the ballots for voting by correspondence, drafts of the resolutions of the General Meeting, as well as the Procedure for exercising the voting rights shall be made available to the shareholders starting with 26.03.2021.

The above-mentioned documents shall be made available to the shareholders at the headquarters of the Company, in Bucharest, 46-48 Serghei Vasilevici Rahmaninov St., ground floor, room 2, Sector 2, every day, from Monday to Friday, between 10:00-12:00. At the same time, such documents may be as well viewed and/or downloaded from the Company's website: www.sifmuntenia.ro, section "Investor's Section – CORPORATE EVENTS " SIF MUNTENIA SGOM as of 28/29.04.2021".

The shareholders may request in written copies of such documents, against an amount of 0.1 lei/page. This right shall be exercised in compliance with the submission methods and the shareholder identification procedure provided below for the case of supplementing the Agenda of the Meeting, submission of draft resolutions, respectively.

Item 1 – Shareholders' right to introduce new items on the Agenda of the general meeting and to make proposals of resolutions referring to the items on the Agenda.

One or more shareholders representing, individually or jointly, at least 5% of the share capital has/have the right to:

- (a) introduce items on the Agenda of the General Meeting, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the General Meeting; and
- (b) to present draft resolutions for the items included or proposed to be included on the Agenda of the General Meeting;

Requests on supplementing the Agenda and proposals of draft resolutions submitted by the shareholders will be published on the Company's website, www.sifmuntenia.ro.

The rights mentioned under lett. (a) and (b) above may be exercised only in written, the proposals following to be sent by courier services or by electronic means no later than 06.04.2021, inclusively. Requests prepared with a view to exercising the above-mentioned rights must include on each page the following notice, written clearly in capital letters: "**FOR THE SHAREHOLDERS GENERAL ORDINARY MEETING OF SIF MUNTENIA SA AS OF 28/29.04.2021**" and may be sent to the headquarters of the company or to the e-mail address mentioned under point I.1.

I.1. Methods of sending the documents:

Documents may be sent as follows:

- in original, by courier services to the headquarters of SIF Muntenia SA in Bucharest, 46-48 Serghei Vasilevici Rahmaninov St., ground floor, room 2, Sector 2;
- by e-mail, to the address vot.electronic@sifmuntenia.ro. Scanned documents will be sent as attachments in pdf. format files, incorporating, attaching or logically associating the extended electronic signature of the requesting shareholder. Only documents with the shareholder's extended electronic signature complying with the requirements of Law no. 455/2001 regarding the electronic signature will be accepted.

Irrespective of the sending method, the requests shall be signed by the shareholders or by their representatives. In all cases, the requests shall be accompanied by one of the following documents:

- 1) the proof attesting the shareholder quality in original, respectively statement of account issued by the company Depozitarul Central SA or, as the case may be, by the participants providing custodian services, issued no later than 48 hours before the date of submission of the request, attesting the shareholder quality and number of shares;
- 2) documents certifying the registration of the information regarding the legal representative with the company Depozitarul Central SA / the participants providing custody services respectively (art. 194 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations): account statement atesting the quality as shareholder and the number of shares held together with documents certifying the registration of information on the legal representative with the company Depozitarul Central SA or the authorized custodian (art. 92 para. (11) Law No. 24/2017 on issuers of financial instruments and operations market.

The shareholders whose identity verification or quality of the signatory/s is attested by the certificate attached to the electronic signature used are exempt from submission of documents specified under items 1) and 2) listed above.

I.2. Rules for shareholders' identification

(i) For the identification of individual shareholders – it is necessary the copy of the identity document, certified by mentioning “according to the original”, followed by the handwritten signature of the shareholder. In case of individual shareholders without legal capacity to exercise, the following documents will be submitted:

- copy of the identity document of the individual acting as legal representative,
- copy of the document attesting the quality of legal representative.

These documents will be as well certified by mentioning “according to the original”, followed by legal representative’s handwritten signature.

(ii) For the identification of shareholders - Romanian legal persons the following documents are necessary:

- copy of the legal representative’s identity document, certified by mentioning “according to the original”, followed by handwritten signature of the legal representative;
- the quality of legal representative will be verified in the Shareholders Registry issued by the company Depozitarul Central SA for the reference date.

In case the information provided by the Shareholders Registry issued by the company Depozitarul Central SA for the reference date do not allow the identification of the legal representative of the shareholder Romanian legal person, the identification can be attested according to a certificate of status issued by the National Trade Registry Office, in original or copy according to the original, or any other similar document, in original or copy according to the original, issued by a competent Romanian authority. The documents attesting the quality of legal representative shall be issued with no more than 3 months prior to the publication of the Meeting’s Convening notice;

(iii) For the identification of shareholders - foreign legal persons:

- copy of the legal representative’s identity document, certified by mentioning “according to the original” in Romanian or English languages, followed by handwritten signature;
- the quality of legal representative of the foreign legal person will be verified in the Shareholders Registry issued the company Depozitarul Central SA for the reference date or will be proved by documents attesting the quality of legal representative of the foreign legal person, i.e. a document with legal force equivalent to the certificate of status issued by the National Trade Registry Office, in original or copy according to the original, mentioning “according to the original” in English, followed by handwritten signature, issued by the competent authority of the state where the shareholder is legally registered, attesting the quality of legal representative. The documents attesting the quality of legal representative shall be issued with no more than 3 months prior to the publication of the Meeting’s Convening notice;

(iv) For shareholders - entities without legal personality:

- copy of the legal representative’s identity document, certified by mentioning “according to the original” in Romanian or English language, followed by handwritten signature;
- the quality of legal representative will be verified in the Shareholders Registry issued by the company Depozitarul Central SA for the reference date.

In case the information provided by the Shareholders Registry issued by the company Depozitarul Central SA for the reference date do not provide the identification of the legal representative of the shareholder entity without legal personality, this quality can be proved based on other documents attesting the quality of legal representative. These documents will be issued by competent authorities attesting such quality, according to legal provisions in force.

In case documents mentioned under Item I.2. para. (i) – (iv) above are issued in a foreign language other than English, they must be accompanied by a translation into Romanian or English, performed by a certified translator.

Item II – Shareholders’ right to ask questions on items on the Agenda.

The shareholders may exercise the rights stipulated under Art. 198 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations the latest on 20.04.2021. Questions will be sent in written by one of the methods specified under “Item I.1.” of this Convening notice. The proof of the shareholder status will be made according to requirements specified under “Item I.2” of this Convening notice.

Detailed information on the above-mentioned shareholders’ rights are available on SIF Muntenia’s website, www.sifmuntenia.ro.

Item III – Participation to Shareholders General Meeting

All the shareholders registered in the consolidated Shareholders Registry issued by the company Depozitarul Central SA at the end of 15.04.2021 (reference date) may participate to the Shareholders General Meeting of SIF Muntenia SA.

Shareholders may attend the General Meeting directly or by proxy.

III.1. Direct participation to the Shareholders General Meeting

The access of the shareholders entitled to participate to the Meeting shall be allowed by simply proving their identity in the case of individual shareholders, made with the identity document presented in original, in the case of legal persons shareholders, their legal representative’s one and in the case of legal entities and represented individuals with the empowerment given to the person that represents them, in compliance with the applicable legislation.

III.2. Participation by representative to the Shareholders General Meeting

The shareholders may also be represented in the General Meeting by other persons who are not shareholders, based on a special or general power of attorney.

Special power of attorney can be granted to any person for the representation in a single general meeting and contains specific voting instructions from the shareholder, clearly mentioning the voting option for each item on the Agenda of the General Meeting. In this case, stipulations of art. 125 paragraph (5) of Company Law 31/1990 do not apply. In the situation of discussing within the General Meeting of Shareholders, in accordance with the legal provisions, some items not included on the published Agenda, the attorney may vote on them according to the interest of the represented shareholder.

Special power of attorney forms shall be filled in and signed by the shareholder in three originals:

- 1) one original shall be given to the attorney
- 2) the second original shall remain with the represented shareholder
- 3) the third original will be submitted in person or sent to the headquarters of SIF Muntenia according to the rules presented under “Item I.1” no later than 26.04.2021, 9.30 a.m.

If the special power of attorney is sent by courier, it is obligatory that the shareholder's signature is certified by a notary public or a lawyer.

In the case of shareholders without legal capacity and in case of legal persons, the special power of attorney must be signed by their legal representative.

Identification of shareholders and their legal representatives will be made according to the rules stipulated under "Item I.2." of this Convening notice.

The shareholders may grant a general power of attorney valid for a period which will not exceed 3 years, allowing its representative to vote on all matters on the agenda of the Shareholders General Meeting of one or more issuers which are identified within the power of attorney, individually or as a general formula referring to a certain category of issuers, including on issues referring to disposition documents, under the condition that the special power of attorney is granted by the shareholder, as client to an intermediary as defined according to provisions of art. 2 para. (1) point 20 of Law 24/2017 on issuers of financial instruments and market operations, or to a lawyer.

The General power of attorneys, having the minimum content stipulated by art. 202 of the FSA Regulation 5/2018 on issuers of financial instruments and market operations will be submitted with the company at least 48 hours before the Shareholders General Meeting, in copy, by mentioning "according to the original", followed by handwritten signature of the representative. Certified copies of the power of attorneys are retained by the Company.

The general power of attorney must be accompanied by a statement on own liability given by the legal representative of the intermediary or by the lawyer who received the power of representation, stipulating that the power of attorney is granted by the respective shareholder, as client, to the intermediary or to the lawyer, as the case may be and that the general power of attorney is signed by the shareholder, including by attachment of extended electronic signature, as the case may be. The statement must be submitted together with the general power of attorney to SIF Muntenia, in original, signed and stamped if the case may be, no later than 26.04.2021, 9.30 a.m., if it is used for the first time.

The shareholders cannot be represented in the general meeting of the shareholders on the basis of a general power of attorney by a person who is under a conflict of interest situation, in accordance with the provisions of art. 92 paragraph 15 of Law no. 24/2017 on issuers of financial instruments and market operations.

The power of attorney may not be substituted by any other person unless that right has been expressly conferred by the shareholder through the power of attorney. Where the person empowered is a legal person, it may exercise the mandate received through any person who is part of his or her management or management body or its employees. The provisions of this paragraph do not affect the right of the shareholder to appoint by power of attorney one or more alternate mandates to represent him in the general meeting in accordance with the regulations issued by the FSA.

Item IV – Vote by correspondence

The shareholders may vote by correspondence. Ballots filled in, signed and stamped, if the case may be, may be sent to the headquarters of SIF Muntenia SA by one of the methods specified under "Item I.1" of this Convening notice. Ballots will be accompanied by documents allowing the identification of the shareholders and their legal representatives by complying with the rules specified under "Item I.2" of this convening notice. Only ballots received no later than 26.04.2021, 9.30 a.m. will be taken into consideration.

In case the shareholder who expressed its vote by correspondence personally or by representative attends the General Meeting, the correspondence vote expressed for that General Meeting will be cancelled and only the vote expressed personally or by representative will be taken into consideration.

If the person representing the shareholder is present in person at the General Meeting and it is another one than the one handwritten/electronic signing the vote by correspondence, then the one present will submit to the General Meeting a written revocation of the correspondence vote. The revocation must be signed by the shareholder or by the legal representative who expressed the correspondence vote. This is not necessary if the shareholder or its legal representative is present at the General Meeting.

Additional details on the voting procedure, issue of the special power of attorneys and ballots of vote by correspondence shall be found in the informative materials which shall be made available to the shareholders starting with 26.03.2021.

SIF MUNTENIA SA

Represented by its Asset Management Company

SAI MUNTENIA INVEST SA

Nicușor Marian Buică

CEO

Compliance Officer

Claudia Jianu