



SIF MUNTENIA

SOCIETATE DE INVESTIȚII FINANCIARE
ADMINISTRATĂ DE S.A.I. MUNTENIA INVEST SA

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CURRENT REPORT

Current Report according to:	Law 24/2017, FSA Regulation 5/2018
Report date:	05.05.2023
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 04.05.2023 regarding the convening of SIF MUNTENIA S.A. Shareholders General Extraordinary Meeting for 21/22 of June 2023

CONVENING NOTICE FOR SHAREHOLDERS' EXTRAORDINARY GENERAL MEETING FOR SIF MUNTENIA S.A.

Societatea de Administrare a Investițiilor Muntenia Invest S.A., the manager of Societatea de Investiții Financiare (SIF) Muntenia S.A., hereinafter also referred to as “the Company” or “SIF Muntenia S.A.”, based in 46-48 Serghei Vasilevici Rahmaninov St., the ground floor, room 2, District 2, Bucharest, registered with the National Trade Register Office under number J40/27499/1992, Sole Registration Code 3168735, with a subscribed and paid-up share capital of RON 78,464,520.10, entered in the FSA Register under no. PJR09FAIR/400005/09.07.2021, authorised under the FSA Authorisation no. 151/09.07.2021, according to the provisions of art. 117 of the Companies Law no. 31/1990, Law no. 243/2019 on the regulation of alternative investment funds and amending and supplementing various legislative acts, Law no. 24/2017 on issuers of financial instruments and market operations, the regulations issued by the Financial Supervisory Authority (“FSA”), and considering the provisions of the Articles of Incorporation of the Company,

HEREBY CONVENES

The Shareholders' Extraordinary General Meeting (“SEGM”) for 21.06.2023, at 9 AM, at the address in Bucharest, 46-48 Serghei Vasilevici Rahmaninov St., the ground floor, room 1, District 2, for all the Company shareholders entered in the Company Shareholder Register kept by Depozitarul Central S.A. as at the end of 07.06.2023, considered to be the reference date.

In case of non-fulfilment of legal and statutory quorum conditions on the first convening date, a new meeting shall be convened for 22.06.2023, at 9 AM, at the address in Bucharest, 46-48 Serghei

Vasilievici Rahmaninov St., the ground floor, room 1, District 2, with the same agenda. The reference date for shareholders' vote participation in the second convened meeting remains the same, namely 07.06.2023.

The Shareholders' Extraordinary General Meeting shall have the following AGENDA:

1. The election of the secretariat for the meeting, made up of three members, namely Mr. Gheorghe Marcel, Mrs. Elena Daniela Topor and Mrs. Drișcu Adelina, with the identification data available at the Company headquarters, and Mr. Gheorghe Marcel will be the secretary who prepares the minutes for the meeting. The proposed persons are shareholders of SIF Muntenia S.A.
2. The election of the committee for counting the open votes expressed by the shareholders for the items on the agenda of the meeting, namely Mr. Gheorghe Marcel, Mrs. Elena Daniela Topor and Mrs. Drișcu Adelina, with the identification data available at the Company headquarters.
3. The approval of the decrease in the subscribed share capital of Societatea de Investiții Financiare Muntenia SA from RON 78,464,520.10 to RON 76,110,584.5, by cancelling 23,539,356 own shares acquired by the Company following the implementation during the period from 14.07.2022 to 27.07.2022 of the public offering for the purchase of own shares in the application of the buy-back programme approved by the Shareholders' General Meeting.

After the share capital decrease, the subscribed and paid-up share capital of Societatea de Investiții Financiare Muntenia SA shall be in the amount of RON 76,110,584.5, divided into 761,105,845 registered shares with a value of RON 0.1 each.

Consequently, after the share capital decrease, art. 3(1) of the Company Articles of Incorporation shall be amended as follows:

“Art. 3. The Share Capital and Shares

1) The subscribed and fully paid-up share capital is RON 76,110,584.5, divided into 761,105,845 registered shares, with a value of RON 0.1 each. Each share gives the right to a vote at the Shareholders' General Meeting.”

The subscribed share capital shall be decreased pursuant to art. 207 para. (1) letter (c) of Law no. 31/1990 and shall take effect after the fulfilment of legal conditions, namely: (i) the publication of the Decision of the Shareholders' Extraordinary General Meeting decreasing the share capital in the Official Journal of Romania, Part IV; (ii) the authorization of the amendments regarding art. 3 para. (1) of the Company Articles of Incorporation by the Financial Supervisory Authority; (iii) the registration of the Decision of the Shareholders' Extraordinary General Meeting decreasing the share capital with the Trade Register.

4. The approval of the change of name for the Company from Societatea de Investiții Financiare Muntenia SA to BEDROCK INVESTMENT GROUP SA and the approval of the corresponding amendment of Art. 1 para. (1)-(6) of the Company Articles of Incorporation, which shall read as follows:

“(1) The Company name is “BEDROCK INVESTMENT GROUP SA”, hereinafter referred to as “the Company”. In all documents originating from BEDROCK INVESTMENT GROUP SA, the identification details and the information required by the laws in force shall be stated. (2) The legal form of BEDROCK INVESTMENT GROUP SA (hereinafter referred to as “the Company”) is that of a joint stock company, a Romanian private legal person, classified according to applicable regulations as an Alternative Investment Fund in the form of Investment Companies – A.I.F.C., the category of Alternative Investment Funds intended for Retail Investors – A.I.F.R.I., with a diversified investment policy, of the closed-end type and managed externally. (3) BEDROCK INVESTMENT GROUP SA shall operate in compliance with the provisions of the capital market laws, the Companies Law no. 31/1990, as republished with the subsequent amendments and additions, the present Articles of Incorporation, “Company” Rules

(herein referred to as “Rules”) and the Simplified Prospectus of the “Company” (herein referred to as “the Prospectus”). (4) The Company shall operate on the basis of a management contract to be concluded with Societatea de Administrare a Investițiilor Muntenia-Invest S.A. (5) The “Company” registered office is in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, code 020199. The Shareholders’ Extraordinary General Meeting may decide to relocate the headquarters of BEDROCK INVESTMENT GROUP SA anywhere in Romania. BEDROCK INVESTMENT GROUP SA may establish subsidiaries, branches, agencies, representative offices, as well as places of business, both in the country and abroad, in accordance with legal requirements and the provisions of the present Articles of Incorporation regarding authorisation and registration. (6) The “Company” operating life is 100 years. Shareholders have the right to extend the “Company” operating life before its expiry, by way of a Decision of the Shareholders’ Extraordinary General Meeting to that effect.”

In case of approval of the name change by SEGM, the new name shall be used in all documents, invoices, announcements, publications and other such documents issued by the Company only starting from the date of the authorisation/approval of the new name by the Financial Supervisory Authority.

When updating the Articles of Incorporation, as a result of the approval of the new Company name, the phrase “Societatea de Investiții Financiare MUNTENIA SA”/“SIF MUNTENIA SA” shall be replaced with “BEDROCK INVESTMENT GROUP SA” or “the Company”, as the case may be, depending on the context.

5. The approval of the amendment of the Company Articles of Incorporation, as follows:

- Art. 6 para. (15) shall be amended to read as follows:

“Each share gives the right to a vote. For each decision adopted, the Shareholders’ General Meeting shall determine at least the number of shares for which valid votes have been cast, the share of the share capital represented by those votes, the total number of votes validly cast, as well as the number of votes ‘for’ and ‘against’ each decision and, where appropriate, the number of abstentions. The ‘abstention’ position adopted by a shareholder regarding any of the items on the agenda of a general meeting of shareholders represents a vote expressed. The company will include in the convener of the general meeting of shareholders mentions regarding the qualification of the abstaining position adopted by the shareholder as a vote expressed if the legal provisions establish the requirement of such mentions.”

6. The approval of the implementation of own Share Buy-back Programme by SIF Muntenia SA.

The Share Buy-back Programme shall be implemented in accordance with applicable legal provisions and shall have the following main characteristics:

The purpose of the programme: to decrease the share capital

The maximum number of shares: 18,000,000 shares

The minimum price per share: RON 0.1

The maximum price per share: RON 2.5183

The duration of the programme: at most 18 months after the publication of the decision in the Official Journal of Romania, Part IV.

Shares repurchased under the Programme shall be paid from sources provided for by the law, namely from Company available reserves.

The Buy-back Programme shall also include other requirements imposed by the specific laws, and the purchase of shares under the Programme shall be carried out by means of all market operations allowed by the specific laws, which may also include public purchase offerings initiated by the Company.

The approval of the Power of Attorney granted to SAI Muntenia Invest SA to take all the necessary steps and to complete all the formalities required for the implementation of the Buy-back Programme in compliance with the main characteristics listed above.

7. The approval of the date of 12.07.2023 as the date of registration and of the date of 11.07.2023 as the Ex date, in accordance with the provisions of art. 87(1) of Law no. 24/2017 on issuers of financial instruments and market operations and of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations.

The Company share capital is made up of 784,645,201 registered shares, with a face value of RON 0.1, which are dematerialised and indivisible, and each share gives the right to one vote within the Shareholders' General Meeting, except for shares with a suspended right to vote, according to the provisions of art. 105(2) of Law no. 31/1990.

Documents related to the Shareholders' Extraordinary General Meeting

All materials related to the Agenda of SEGM, the special Power of Attorney forms, the ballot papers for the vote by correspondence, the draft Decisions of the General Meeting, as well as the Procedure for exercising the right to vote shall be made available to shareholders starting on 19.05.2023.

The above-mentioned documents shall be made available to shareholders at the Company headquarters in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, every day, from Monday to Friday, between 10:00 and 12:00. Moreover, the documents may be accessed and/or downloaded from the Company website, at: www.sifmuntenia.ro, the "Investor's Section – Corporate Events": *SIF Muntenia S.A. SEGM of 21/22.06.2023*".

Shareholders may request copies of such documents in writing, against payment of an amount of RON 0.1 per page. This right shall be exercised in compliance with the methods of submission and the shareholder identification procedure listed below for the exercise of rights of supplementing of the agenda for the meeting or the submission of draft decisions, respectively.

Item 1 – Shareholders' right to insert new items on the Agenda of the Meeting and to submit proposals for decisions in relation to the items on the Agenda of the Meeting

One or more shareholders representing, either individually or jointly, at least 5% of the Company share capital may:

- a) Add items on the Agenda of the Meeting, provided that each item is accompanied by a justification, or a draft decision proposed for adoption by the Shareholders' General Meeting; and may
- b) Submit draft decisions for the items included or proposed for inclusion on the Agenda of the Meeting.

Requests for supplementing the Agenda and proposals for draft decisions submitted by the shareholders shall be published on the Company website, www.sifmuntenia.ro.

The rights referred to under letters (a) and (b) above may only be exercised in writing, and the proposals made shall be submitted by courier service or by electronic means, under the law, no later than 23.05.2023 inclusive. Requests prepared with a view to exercising the above-mentioned rights shall include the following entry, on each page, written clearly in capital letters: "**FOR THE SHAREHOLDERS' EXTRAORDINARY GENERAL MEETING FOR SIF MUNTENIA S.A. OF 21/22.06.2023**" and may be sent to the Company headquarters or to the email address listed in sub-section I.1.

I.1. – Methods of submission of the documents

Documents may be submitted as follows:

- By courier service, to the headquarters of SIF Muntenia S.A. in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, in original form;
- In person, at the Company headquarters;
- By email to vot.electronic@sifmuntenia.ro. Scanned copies of the documents shall be sent as

attachments, as pdf files, incorporating, attaching or logically associating the requesting shareholder's advanced electronic signature. Only documents bearing the advanced electronic signature complying with the requirements of Law no. 455/2001 regarding the electronic signature shall be accepted.

Irrespective of the method of submission, requests shall be signed by the shareholders or by their representatives. In any event, the requests shall be accompanied by one of the following documents:

- 1) The proof of the capacity of shareholder, in original form, i.e. the statement of account issued by Depozitarul Central S.A. or, as the case may be, by participants providing custodial services, issued no more than 48 hours before the date of submission of the request, showing the capacity of shareholder and the number of shares held;
- 2) Documents certifying the registration of the information regarding the legal representative with Depozitarul Central S.A. or with participants providing custodial services, respectively (art. 194 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations): the statement of account showing the capacity of shareholder and the number of shares held, together with documents certifying the registration of the information on the legal representative with Depozitarul Central S.A. or with the authorised custodian (art. 105 para. (11) of Law no. 24/2017 on issuers of financial instruments and market operations).

Shareholders for whom the verification of the identity or of the capacity of the signatory (signatories) is reflected by the certificate attached to the electronic signature used shall be exempted from submitting the documents listed under sub-sections 1) and 2) above.

I.2. – Rules for shareholders' identification

(i) For the identification of shareholders who are individuals, a copy of the identity document, certified by the entry "certified true copy", followed by the shareholder's handwritten signature, is required. In the case of shareholders who are incapable individuals under the law, the following additional documents shall also be submitted:

- A copy of the identity document of the individual acting as the legal representative;
- A copy of the document proving the capacity of legal representative.

These documents shall also be certified by the entry "certified true copy", followed by the legal representative's handwritten signature.

(ii) For the identification of shareholders that are Romanian legal persons, the following documents are required:

- A copy of the legal representative's identity document, certified by the entry "certified true copy", followed by the legal representative's handwritten signature;
- The capacity of legal representative shall be checked in the Company Shareholder Register kept by Depozitarul Central S.A. for the reference date.

If the information featured in the Shareholder Register kept by Depozitarul Central S.A. for the reference date does not allow the identification of the legal representative for a shareholder that is a Romanian legal person, the identification may be made based on a confirmation of company details issued by the National Trade Register Office, in original form or as a certified true copy, or based on any other document with a similar purpose, in original form or as a certified true copy, issued by a competent Romanian authority. Documents certifying the capacity of legal representative shall be issued no more than three months prior to the publication of the Meeting Convening Notice;

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

- A copy of the legal representative's identity document, certified by the entry "certified true copy" in Romanian or in English, followed by the handwritten signature thereof;
- The capacity of legal representative of the foreign legal person shall be verified by checking the entries in the Company Shareholder Register kept by Depozitarul Central S.A. or shall be justified based on documents certifying the capacity of legal representative of the foreign

legal person, i.e. documents with a legal effect equivalent to a confirmation of company details issued by the National Trade Register Office, in original form or as a certified true copy, via the “certified true copy” entry in English, followed by the handwritten signature, issued by the competent authority of the state where the shareholder is legally registered, which certifies the capacity of legal representative. Documents certifying the capacity of legal representative shall be issued no more than three months prior to the publication of the Meeting Convening Notice;

(iv) For shareholders such as entities without legal personality:

- A copy of the legal representative’s identity document, certified as a true copy by the entry “certified true copy” in Romanian or in English, followed by the handwritten signature;
- The capacity of legal representative shall be verified by checking the entries in the Company Shareholder Register kept by Depozitarul Central S.A. as at the reference date.

If the information in the Company Shareholder Register kept by Depozitarul Central S.A. does not allow the identification of the legal representative for shareholders such as entities without legal personality, such capacity may be proved based on other documents certifying the capacity of legal representative. These documents shall be issued by competent authorities and shall certify the capacity of legal representative according to applicable legal provisions.

If the documents referred to in sub-section I.2 (i)–(iv) are drawn up in a foreign language other than English, they will be accompanied by a translation into Romanian or into English, prepared by a sworn translator.

Item II – Shareholders’ right to ask questions concerning the Agenda

Shareholders may exercise the rights laid down in art. 198 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations by 14.06.2023 at the latest. Questions shall be submitted in writing using one of the methods specified in sub-section “Item I.1” hereof. The capacity of shareholder shall be proved according to the requirements set out in sub-section “Item I.2” hereof.

Detailed information on the above-mentioned shareholders’ rights is available on the website of SIF Muntenia S.A., at www.sifmuntenia.ro.

Item III – Participation in the Shareholders’ General Meeting

All Company shareholders entered in the consolidated Shareholder Register drawn up by Depozitarul Central S.A. for the end of 07.06.2023 (the reference date) may participate in the Shareholders’ General Meeting for SIF Muntenia S.A.

Shareholders may attend the General Meeting either directly or by way of an attorney-in-fact.

III.1. Direct participation in the Shareholders’ General Meeting

Shareholders entitled to participate in the Shareholders’ General Meeting shall be allowed access by simply proving their identity, i.e. in the case of shareholders who are individuals, by way of the identity document thereof or, in the case of shareholders that are legal persons, by way of their legal representative’s identity document and, in the case of legal entities and shareholders who are represented individuals, by way of the power of attorney given to the person representing them, according to applicable legal provisions.

III.2. Participation in the Shareholders’ General Meeting by way of a representative

Shareholders may also be represented at the Shareholders’ General Meeting by persons other than the shareholders, based on a special or general power of attorney.

A special power of attorney may be granted to anyone for the purposes of representation in a single general meeting and contains specific voting instructions from the shareholder, clearly specifying the voting option for each item on the Agenda of the Shareholders’ General Meeting. In this case, the provisions of art. 125 para. (5) of the Companies Law no. 31/1990 do not apply. If, within the

Shareholders' General Meeting, items not included on the published Agenda are discussed, in accordance with legal provisions, the attorney-in-fact may vote on them according to the represented shareholder's interest.

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

- 1) A copy shall be handed over to the attorney-in-fact;
- 2) The second copy shall remain with the represented shareholder;
- 3) The third copy shall be delivered in person or submitted to the headquarters of SIF Muntenia S.A. according to the rules presented in sub-section "Item I.1" no later than 19.06.2023, at 9 AM.

In the case of shareholders who are incapable and in the case of shareholders that are legal persons, the special power of attorney shall be signed by their legal representative.

The identification of shareholders and their legal representatives shall be performed according to the rules set out in sub-section "Item I.2" hereof.

Shareholders may grant a general power of attorney valid for a term not exceeding three years, unless the Parties have specifically agreed on a longer deadline, allowing their respective representatives to vote on all matters up for debate within the Shareholders' General Meeting, for one or more issuers identified in the power of attorney, either on an individual basis or via a generic wording referring to a certain category of issuers, including on issues referring to transfers, provided that the power of attorney is granted by the shareholder, as the customer or client, to an intermediary defined according to the provisions of art. 2 para (1) point. 19 of Law no. 24/2017 on issuers of financial instruments and market operations or to a lawyer.

General powers of attorney, with the minimum content laid down in art. 202 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, shall be submitted to the Company at least 48 hours before the Shareholders' General Meeting, in the form of a copy, featuring the entry "certified true copy", followed by the representative's handwritten signature. Certified copies of the powers of attorney shall be kept by the Company.

The general power of attorney shall be accompanied by a solemn declaration made by the legal representative of the intermediary or by the lawyer that has received the power of attorney for representation purposes, showing that the power of attorney is granted by the relevant shareholder, as the customer or 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 the attachment of the advanced electronic signature, where applicable. The signed and, where appropriate, stamped declaration shall be submitted together with the general power of attorney to the headquarters of SIF Muntenia S.A., in original form, no later than 19.06.2023, at 9 AM, in the event of a first-time use.

Shareholders may not be represented at the Shareholders' General Meeting on the basis of a general power of attorney by a person who is in a conflict of interests, in accordance with the provisions of art. 105 para. (15) of Law no. 24/2017 on issuers of financial instruments and market operations.

The attorney-in-fact may not be replaced by anyone else unless such right has been expressly conferred upon the attorney-in-fact by the shareholder through the power of attorney. If the attorney-in-fact is a legal person, it may exercise its mandate through anyone who is part of its administrative or management body or any of its employees. The provisions of this paragraph shall not affect the shareholder's right to appoint one or more alternate attorneys-in-fact, through the power of attorney, to ensure the representation thereof at the General Meeting, in accordance with the regulations issued by the FSA.

Item IV – The vote by correspondence

Shareholders may also vote by correspondence. The filled out, signed and, where appropriate, stamped ballot papers may be submitted to the headquarters of SIF Muntenia S.A. using one of the methods specified in sub-section "Item I.1" hereof. The ballot papers shall be accompanied by documents allowing the identification of the shareholders and their legal representatives, subject to

the rules specified in sub-section “Item I.2” hereof. Only ballot papers received no later than 19.06.2023, at 9 AM, shall be considered for the vote by correspondence.

If a shareholder who has cast the vote by correspondence participates in person or by way of a representative in the Shareholders’ General Meeting, the vote by correspondence cast for that General Meeting will be cancelled and only the vote cast in person or by way of the representative will be taken into consideration. If the person representing the shareholder by participation in person in the Shareholders’ General Meeting is someone other than the person who has affixed the handwritten/electronic signature on the ballot paper for the vote by correspondence, then such person shall submit a written revocation of the vote by correspondence at the Meeting, for the validation of the vote thereof. The revocation shall be signed by the shareholder or by the legal representative signing the ballot paper for the vote by correspondence. This is not necessary if the shareholder or the legal representative thereof is present at the Shareholders’ General Meeting.

Additional details on the voting procedure and the issuance of special Powers of Attorney and ballot papers for the vote by correspondence may be found in the information materials to be made available to the shareholders starting on 19.05.2023.

SIF MUNTENIA S.A.

Represented by its Asset Management Company SAI MUNTENIA INVEST SA

**Nicușor Marian BUICĂ
CEO**

Compliance Officer
Claudia Jianu