

## Current Report regarding the information provided in art 92 of the BVB Code

Report data: 23.02.2024  
Issuer Entity Name: SIF HOTELURI SA  
Registered Office: Oradea, Piata Emanuil Gojdu, nr.53, bl. A10, jud Bihor  
Phone Number: 0259 475 271  
Registration Code at ORC: RO56150  
Registered business number of Bihor County: J05/126/1991  
Subscribed Registered Capital: 80.356.102,50 lei  
Paid Up Share Capital: 80.356.102,50 lei  
Regulated market trading issued securities: BVB Bucuresti

### **Important events reported:**

Convening of the Ordinary and Extraordinary General Meeting of Shareholders SIF Hoteluri SA from March, 28(29), 2024

BOARD OF DIRECTORS OF SIF HOTELURI SA (hereinafter referred to as "SIF HOTELURI SA" or the "Company") based in Oradea, Piata Emanuil Gojdu no.53, bl. A 10, with a share capital subscribed and paid 80.356.102,50 lei registered at ORC under the no. J5/126/1991, with VAT number RO56150, met in the meeting of 23.02.2024, summons, pursuant to art. 117 of Law no. 31/1990, the Ordinary General Meeting of Shareholders ("AGOA"), for 28.03.2024, 12:00 and the Extraordinary General Meeting of Shareholders ("AGEA"), for 28.03.2024, 13:00, at the company headquarters in Oradea, Piața Emanuil Gojdu no. 53, bl. A 10.

If the validity conditions are not met at the first convocation, the Ordinary General Meeting of Shareholders ("AGMA") is convened for the second time, for 29.03.2024, 12:00, and the Extraordinary General Meeting of Shareholders ("AGEA" ), for 29.03.2024, 13:00 with the same agenda and in the same place.

The company's share capital consists of 32,142,441 registered shares, with a nominal value of 2.5 lei, dematerialized and indivisible, each share giving the right to one vote at the general meeting of shareholders, with the exception of shares whose right to vote is suspended , according to the legal provisions.

At the general meeting of shareholders, only shareholders registered in the Register of Shareholders, kept by Depozitarul Central S.A., are entitled to participate and vote. Bucharest, at the end of 18.03.2024, considered the reference date.

### **The Ordinary General Meeting of Shareholders shall have the following agenda:**

1. Election of the members of the company's Board of Directors, for a 4-year term, starting on March 31, 2024 and ending on March 31, 2028.
2. Approval of the monthly remuneration due to the members of the Board of Directors for the financial year 2024.
3. Approval of the general limits of all additional remuneration of the members of the Board of Directors and of the general limits of the directors' remuneration, for the financial year 2024.

4. Mandating a person from the company to negotiate the prerogatives and competence limits of the administrators, the objectives and the annual performance criteria and to sign the management contract on behalf of the company.

5. Approval of 17.04.2024 as registration date and 16.04.2024 as ex-date in accordance with the provisions of art. 86 para. (1) from Law 24/2017 and ASF Regulation no. 5/2018.

6. The mandate of Mr. Vasile Radu Bîrlea, with the possibility of substitution, to: (i) sign, on behalf of the Company and/or the Company's shareholders: the decisions of the present AGOA, any and all decisions, documents, forms and requests adopted/prepared for the purpose or for carrying out the decisions of this A.G.O.A. in relation to any natural or legal person, private or public and for (ii) to carry out all legal formalities for the implementation, registration, publicity, opposition, execution and publication of the decisions adopted.

**The Extraordinary General Meeting of Shareholders shall have the following agenda:**

1. Discussion and approval, based on the informative materials presented by the Board of Directors, of a **new Payment Date** of the amounts due to the shareholders, according to the AGEA SIF Hoteluri S.A. Decision. no. 2 of 09.03.2023, as follows:

(a). the sums of money due to the shareholders following the reduction of the share capital will be paid to the shareholders registered in the register of shareholders of SIF Hoteluri S.A. on the Registration Date of 06.07.2023, (06.06.2023 as ex date) approved by AGEA Decision no. 3 of 09.03.2023;

(b). each shareholder registered in the Shareholders' Register on the Registration Date will be entitled to the payment of a sum of money in the amount of 2.3 lei (RON)/share held, in proportion to each shareholder's participation in the paid-up share capital of SIF Hoteluri S.A. (related AGEA Decision no. 2/09.03.2023);

(c). the payment of the sums of money owed to the shareholders will be made within a maximum period of 15 working days after (i) the final settlement of file 2975/111/2023, (ii) the effective registration of the share capital reduction operation at ORC Bihor, as well as (iii) of the registration of this capital reduction operation with the capital market institutions, the payment term to run from the date on which the last of the previously listed events will take place.

2. The mandate of Mr. Vasile Radu Bîrlea, with the possibility of substitution, to: (i) sign, on behalf of the Company and/or the Company's shareholders: the decisions of the present A.G.E.A., any and all decisions, documents, forms and requests adopted/prepared for the purpose or for carrying out the decisions of this A.G.E.A. in relation to any natural or legal person, private or public and for (ii) to carry out all legal formalities for the implementation, registration, publicity, opposition, execution and publication of the decisions adopted.

In accordance with the provisions of art. 1371 of Law no. 31/1990, current members of the board of directors or shareholders have the right to nominate candidates for administrator positions. Proposals for the position of administrator can be made until 08.03.2024 (inclusive). Proposals are submitted/sent to the headquarters of SIF HOTELURI S.A. from Oradea, Emanuil Gojdu Square, no. 53, bl. A 10, in a sealed envelope with the mention clearly and in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 28 (29) 03.2024 - APPLICATION FOR ITEM 1" or by e-mail [secretariat@sif-hoteluri.ro](mailto:secretariat@sif-hoteluri.ro). The proposals will be accompanied by the following documents: (a) the CV of the person nominated for the position of

administrator, which will include mentions of professional training; (b) copy of the identity document; (c) proof of the shareholder capacity of the person making the nomination.

The list of persons proposed for the position of administrator, including information on the name, place of residence and professional qualification of the candidates, will be made available to the shareholders both on the company's website [www.sif-hoteluri.ro](http://www.sif-hoteluri.ro) and at the registered office, starting dated 11.03.2024.

According to the provisions of art. 117<sup>1</sup> para. (1) from Law no. 31/1990, of art. 105 para. (3) from Law no. 24/2017 and of art. 189 of the ASF Regulation no. 5/2018 one or more shareholders individually or together representing at least 5% of the share capital may request the company's Board of Directors to introduce additional items on the agenda of the AGOA/AGEA and/or present draft resolutions for the included items or proposed to be included on the AGOA/AGEA agenda with compliance with the following conditions:

- The request is made through a document that will be submitted or sent to the company's headquarters (in a sealed envelope with the mention "FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 28(29)03.2024") within 15 days at most from the date of publication of the convening letter in the Official Gazette, respectively until 14.03.2024 at 16:00, in the original, signed and, as the case may be, stamped by the shareholder or his legal representative;
- The request must be accompanied by a justification and/or a draft decision proposed for adoption;

Requests to complete the agenda and draft decisions will be accompanied by the following documents:

(a) in the case of natural person shareholders - the copy of the identity document signed for compliance with the original and the account statement showing the shareholder status and the number of shares held, issued by Depozitarul Central SA or, as the case may be, by the intermediaries defined according to Art. 2 para. (1) point 19 of Law no. 24/2017;

(b) in the case of shareholders of legal persons or entities without legal personality:

- an ascertaining certificate, in the original or a copy conforming to the original, issued by the Trade Register or any other document, in the original or a copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered, with an age of no more than 3 months relative to the date of publication of the convenor of the general meeting, which allows their identification in the register of company shareholders kept by Depozitarul Central SA;

- documents certifying the quality of legal representative; the quality of legal representative is established based on the list of shareholders from the reference date received from Depozitarul central SA. If the shareholders' register does not contain data regarding the capacity of legal representative, this capacity is proven with a finding certificate issued by the Commercial Register presented in the original or in a copy conforming to the original or any other document in the original or in a copy conforming to the original issued by a competent authority from the state in which the shareholder is legally registered that certifies the capacity of legal representative, issued no later than 3 months before the date of publication of the convenor of the general meeting of shareholders;

- the account statement showing the shareholder status and the number of shares held, issued by Depozitarul Central S.A. or, as the case may be, by the intermediaries defined in art. Art. 2 para. 1 point 19 of Law no. 24/2017.

The agenda completed with the items proposed by the initiators will be republished in compliance with the requirements provided by law and/or the constitutive act for convening the general meeting.

Shareholders have the right to ask questions regarding the items on the agenda of the AGOA/AGEA through a document that will be submitted or sent and registered at the company's headquarters by 18.03.2024, 12:00 at the latest, in the original, signed and , as the case may be, stamped by the shareholders or their legal representatives. The document will be submitted/transmitted in a sealed envelope, stating on the envelope, clearly and in capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 28(29)03.2024". The company can formulate an answer, including by formulating a general answer for questions with the same content, within the proceedings of the general meeting and by posting the answer on its own website, in the "Frequently asked questions" section, if the requested information respects the character of public information, not they can be found in the materials related to the agenda or in the periodic reports of the company and do not affect the commercial interests of the Company. The requirements mentioned above for proving the quality of shareholder, respectively the quality of legal representative of the shareholders who request the inclusion of items on the agenda of the AGOA/AGEA are also applied accordingly to the shareholders who ask questions regarding the items on the agenda.

Shareholders can exercise their right to vote directly, through a representative or by mail. Representation of shareholders in the general meeting of shareholders can also be done by persons other than shareholders, based on a special or general power of attorney.

The general power of attorney may be granted by the shareholder, as a client, only to a lawyer or an intermediary defined according to art. 2 para. 1 point 19 of Law no. 24/2017 on issuers of financial instruments and market operations. The company will accept a general power of attorney without requesting other additional documents related to the respective shareholder, if the general power of attorney complies with the provisions of art. 205 of the ASF Regulation no. 5/2018, is signed by the respective shareholder and is accompanied by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation through the general power of attorney, from which it appears that: (a) the power of attorney is granted by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer; (b) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable. The declaration given by the legal representative of the intermediary or the lawyer who received the power of representation through the general power of attorney must be submitted to the company in original, signed and, as the case may be, stamped, together with the general power of attorney, no later than 48 hours before the general meeting of shareholders (26.03.2024, 12:00), in case of first use.

A shareholder can designate by special power of attorney one or more alternate representatives to ensure his representation in the general meeting in case the designated representative is unable to fulfill his mandate. If several alternate representatives are appointed by power of attorney, the order in which they will exercise their mandate will also be established. Special powers of attorney (in Romanian or English) can be obtained from the company's headquarters and from the company's website ([www.sif-hoteluri.ro](http://www.sif-hoteluri.ro)) starting from 28.02.2024. The completed and signed special powers of attorney (in Romanian or English) will be submitted or sent to the

company in original or sent by e-mail with an embedded extended electronic signature according to Law no. 455/2001 to the address [secretariat@sif-hoteluri.ro](mailto:secretariat@sif-hoteluri.ro), so that they are registered with the company no later than 26.03.2024, 12:00 (between 8:00 and 12:00). In the case of transmission by post or courier, the special powers of attorney and the accompanying documents are sent to the address of the company in Oradea, Piața Emanuil Gojdu, no. 53, Bl. A10, postal code 410067, in a sealed envelope with the mention clearly written and in capital letters "FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28(29).03.2024". The special powers of attorney will be accompanied by the following documents: (a) in the case of natural persons, a copy of the identity document signed for compliance with the original, respectively (b) in the case of shareholders of legal persons or entities without legal personality, the quality of legal representative is established in the basis of the list of shareholders from the reference date, received from Depozitarul Central S.A.

If the shareholders' register does not contain data regarding the capacity of legal representative, this capacity is proven with a finding certificate issued by the Commercial Register presented in the original or in a copy conforming to the original or any other document in the original or in a copy conforming to the original issued by a competent authority from the state in which the shareholder is legally registered that certifies the capacity of legal representative, issued no later than 3 months before the date of publication of the convenor of the general meeting of shareholders.

On the date of the AGOA/AGEA, upon entering the meeting room, the designated representatives will present their copy of the special power of attorney and their identity document.

The company's shareholders registered in the shareholders' register on the reference date have the possibility to vote by mail, before the AGOA/AGEA date. The company's shareholders will be sent free voting forms by mail in Romanian or in English based on a request submitted to the company's registry beginning on 29.02.2024 and up to 22.03.2024 or they can be downloaded from the company's website, [www.sif-hoteluri.ro](http://www.sif-hoteluri.ro). The postal vote form completed by the shareholder will be submitted (or sent by post with confirmation of receipt) to the address of the Company in Oradea, Piața Emanuil Gojdu, no. 53, Bl. A10, Postal code 410067, in a sealed envelope, with the mention written clearly and in capital letters "FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 28(29) 03.2024" until 26.03.2024, time 12:00.

The voting form by mail, filled in and signed in the original, will be accompanied by the following documents: (a) in the case of natural persons, a copy of the identity card signed for compliance with the original, respectively (b) in the case of shareholders of legal persons or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference date, received from Depozitarul Central SA. If the shareholders' register does not contain data regarding the legal representative's capacity, this capacity is proven with a finding certificate issued by the Commercial Register presented in the original or in a copy that conforms to the original or any other document in the original or in a copy that conforms to the original issued by a competent authority from the state in which the shareholder is legally registered that certifies the capacity of legal representative, issued no later than 3 months before the date of publication of the convenor of the general meeting of shareholders.

Documents certifying the capacity of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation made by an authorized translator in Romanian or English. The issuer will not request the legalization or apostille of the documents certifying the capacity of legal representative of the shareholder. Voting forms by mail that are

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not registered at the Company's headquarters until 26.03.2024 at 12:00, will not be taken into account for the determination of the quorum and majority in the AGOA/AGEA.

In the situation where the shareholder who cast his vote by mail participates in person or through a representative at the AGOA/AGEA, the vote cast by mail will be cancelled. In this case, only the vote expressed in person or by representative will be taken into account.

Starting from 28.02.2024, the informative materials related to the items included on the AGOA/AGEA agenda and the draft resolutions will be made available to the shareholders. They can be consulted at the company's headquarters in Oradea, Piața Emanuil Gojdu, no. 53, Bl. A10, from Monday to Friday, between 10:00 and 13:00 and will be available on the company's website [www.sif-hoteluri.ro](http://www.sif-hoteluri.ro). Information can be obtained at the telephone number 0259.475.271

President of Board of Directors,

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