

**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 FSA Regulation no. 5/2018 and Law no. 24/2017  
regarding the issuers and securities transactions***Report date: 17.03.2023**Name of the issuer: Societatea de Investiții Financiare OLTENIA S.A.**Headquarters: Dolj County, Craiova, 1 Tufănele Street, postal code 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: PJR09FAIR/160001/08.06.2021**ISIN: ROSIFEACNOR4**LEI Code: 254900VTOOM8GL8TVH59**Depozitory-Custodian: Raiffeisen Bank S.A.**Depozitory: Depozitarul Central Bucuresti**Share capital subscribed and paid: 50,000,000 lei**Regulated market on which the issued securities are traded on: Bucharest Stock Exchange  
– Shares, Premium Tier (market symbol SIF5)***Important event to report: Calls for the Ordinary and Extraordinary  
General Shareholders Meetings on 27.04.2023****THE BOARD OF DIRECTORS**

of

**SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**

headquartered in Dolj, Craiova, 1 Tufanele street,

Trade Register No. J16/1210/1993

Company registration code: RO 4175676

RON code 254900VTOOM8GL8TVH59

Registered capital: 50,000,000 lei

**met on 17.03.2023 and****CALLS****THE ORDINARY GENERAL SHAREHOLDERS MEETING****THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING****on 27.04.2023**

The meetings will carry out its work at the Golden House Hotel of Craiova, 18 Brestei street, and the shareholders registered at the end of **18.04.2023**, **considered the reference date**, will be entitled to participate and vote.

The hour established for the beginning of the works of the ORDINARY GENERAL MEETING is 11:00.

The hour established for the beginning of the works of the EXTRAORDINARY GENERAL MEETING is 09:00.

The notice is made in compliance with the provisions of Law no. 31/1990R, as subsequently amended and supplemented, of Law no. 24/2017, of the FSA enforcing regulations and of the articles of association of S.I.F. Oltenia S.A.

The company's registered capital includes 500,000,000 shares, with a nominal value of 0.10 RON each, dematerialized and indivisible, of which **475,000,000 with voting rights**; each of these entitles to a vote in the general shareholders meeting.

## **THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING**

**1.** Election of the meeting secretariat consisting of 2 members, namely Cimpoeru Ana internal auditor and Ms Teodora Negoita Costin, with the identification data available at the company's premises, and Ms Teodora Negoita Costin will be elected the secretary of the meeting who will draw up the minutes of the meeting. The proposed persons are shareholders of S.I.F. Oltenia S.A.

**2.** The appointment of notary public Balaci Eugen and/or Popa Daniela-Maria from the Notary Public Office Balaci Eugen of Craiova, Dolj, for the supervision of the operations incurred by the meeting secretaries, according to art. 129 par. (3) of Law no. 31/1990 (R), at the company's expense.

**3.** The election of the commission to count the votes expressed by the shareholders regarding the issues on the agenda of the Extraordinary General Shareholders Meeting, including three members: Ms Vladutoaia Valentina, Ms Balan Viorica and Ms Talea Mihaela, whose identification data are available at the company's headquarters. The proposed persons are shareholders of S.I.F. Oltenia S.A.

**4.** Presentation and approval of the individual and consolidated financial statements of S.I.F. Oltenia S.A. as of 31.12.2022, drawn up according to Rule no.39/2015 on the approval of Accounting Regulations complying with the International Financial Reporting Standards, applicable to entities authorized, regulated and supervised by the Financial Supervisory Authority for Financial Instruments and Investments, as well as the Investors Compensation Fund, based on the reports of the Board of Directors and of the Financial Auditor.

**5.** Approval of the distribution of net profit for the financial year 2022 in the amount of 164,808,485 lei, to **Other reserves**, for own sources, in order to support future investments, according to the proposal made by the Board of Directors.

**6.** Approval of the administrators' accounts for the activity they performed during the 2022 financial exercise, according to the duration of the held mandate:

- Sorin-Iulian Cioacă (01.01.2022 – 31.12.2022);
- Mihai Trifu (01.01.2022 – 31.12.2022);
- Codrin Matei (01.01.2022 – 31.12.2022);
- Mihai Zoescu (01.01.2022 – 31.12.2022);

- Andreea Cosmănescu (01.01.2022 – 28.04.2022 and 18.05.2022 – 31.12.2022).

7. Presentation and approval of the Revenues and Expenses Budget for 2023 and of the Strategy for 2023.

8. Presentation and approval of the Annual Report on the remuneration of the management of S.I.F. Oltenia S.A. for the financial year 2022.

9. Approval of the date **14.07.2023 as the registration date (ex-date 13.07.2023)** according to the legal provisions in force, for the determination of shareholders affected by the adopted decisions.

## **THE AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

1. Election of the meeting secretariat consisting of 2 members, namely Cimpoeru Ana internal auditor and Ms Teodora Negoita Costin, with the identification data available at the company's premises, and Ms Teodora Negoita Costin will be elected the secretary of the meeting who will draw up the minutes of the meeting. The proposed persons are shareholders of S.I.F. Oltenia S.A.

2. The appointment of notary public Balaci Eugen and/or Popa Daniela-Maria from the Notary Public Office Balaci Eugen of Craiova, Dolj, for the supervision of the operations incurred by the meeting secretaries, according to art. 129 par. (3) of Law no. 31/1990 (R), at the company's expense.

3. The election of the commission to count the votes expressed by the shareholders regarding the issues on the agenda of the Extraordinary General Shareholders Meeting, including three members: Ms Vladutoaia Valentina, Ms Balan Viorica and Ms Talea Mihaela, whose identification data are available at the company's headquarters. The proposed persons are shareholders of S.I.F. Oltenia S.A.

4. Approval of the reduction of the subscribed share capital of the SIF Oltenia S.A. Company from 50,000,000 lei to 47,500,000 lei, by cancelling a number of 25,000,000 own shares acquired by the Company following the public offer to buy its own shares during 08.06.2022-22.06.2022 in applying the redemption programme approved by the general shareholders meeting.

After the reduction of the share capital, the subscribed and paid-up share capital of the Company SIF Oltenia S.A. will have the value of 47,500,000 lei, being divided into 475,000,000 shares with a nominal value of 0.10 lei / share.

Consequently, after the reduction of the share capital, the company's articles of association are amended as follows:

Paragraph 1 of Article 4 of the articles of association of the company shall be amended, after the reduction of the share capital, as follows:

*“(1) The subscribed and paid registered capital is 47,500,000 lei.”*

The first paragraph of Article 5 of the company’s articles of association shall be amended after the reduction of the share capital as follows:

*“(1) The registered capital is divided into 475,000,000 shares with a nominal value of 0.1 lei each.”*

The reduction of the subscribed registered capital shall be made pursuant to Article 207 paragraph (1) letter c) of Law no. 31/1990 R and shall be effective after the fulfilment of the legal conditions, namely: (i) publication of the decision of the Extraordinary General Shareholders Meeting approving the reduction of the registered capital in the Official Gazette of Romania, part IV — a; (ii) approval of the amendments to Articles 4 paragraph 1 and 5 paragraph 1 of the company’s articles of association by the Financial Supervisory Authority; (iii) registration of the decision of the Extraordinary General Shareholders Meeting approving the reduction of the share capital with the Trade Register.

**5.** The approval of the change of the name of the company from “Societatea de Investiții Financiare Oltenia S.A.” to “Infinity Capital Investments S.A.” and the approval of the corresponding amendment of Article 1 paragraph (1) of the Company’s Articles of association, which will have the following content: *“The name of the company is Infinity Capital Investments S.A.”*

If the EGSM approves the name change, the new name will be used in all acts, invoices, announcements, publications and other such acts stemming from the company only from the date of authorization/approval of the new name by the Financial Supervisory Authority.

When updating the articles of association, as an effect of the approval of the new name of the company, the phrase “S.I.F. Oltenia S.A./ Societatea de Investiții Financiare Oltenia S.A.” will be replaced by “Infinity Capital Investments S.A.” or “the Company”, as the case may be, depending on the context.

## **6. Approval of the amendment of the company’s Articles of association as follows:**

**Art. 1 shall be amended and supplemented and shall read as follows, renumbered as follows:**

Art. 1. Name, legal status

*(1) The name of the company is Infinity Capital Investments S.A.*

*(2) Legal status: The company is established as a Romanian private shareholding company and classified, according to the applicable regulations, as a closed-ended Alternative Investment Fund (AIF) for retail investors, diversified and self-managed. The company is authorized by the Financial Supervisory Authority as an Alternative Investment Fund Manager and Alternative Investment Fund for Retail Investors (A.I.F.R.I.).*

*(3) Operation of the company: The company is authorized by the Financial Supervisory Authority and operates in accordance with:*

- legal regulations on companies;*
- the rules governing companies whose shares are admitted to trading on a regulated market;*
- the legal provisions relating to companies having legal status;*

- the legislation governing the activity of an A.I.F.M./A.I.F.;
- the articles of association;
- internal rules.

**Art. 2 paragraph 3 shall be amended and shall read as follows:**

Art. 2 The headquarters and duration of the company

*(3) The duration of the company is 99 years.*

**Art. 4 paragraph 1 shall be amended and shall read as follows:**

Art. 4 Registered Capital

*(1) The subscribed and paid registered capital is 47,500,000 lei.*

**Art. 5 paragraphs 1 and 5 shall be amended and shall read as follows:**

Art. 5 Shares

*(1) The registered capital is divided into 475,000,000 shares with a nominal value of 0.1 lei each.*

*(5) The redeemed shares may be used for the purpose of reducing the registered capital, for the stabilization of the share price on the capital market and/or for the remuneration of the members of the Board of Directors, senior management and employees of the company under a Stock Option Plan (SOP) programme in compliance with specific legislation and regulations on sound remuneration policies.*

**Art. 6 shall be amended, by the removal of paragraphs 1 and 2, and shall be worded as follows, renumbering paragraphs:**

Art. 6 Shareholders

*(1) Any person who legitimately acquires shares issued by the company may become a shareholder.*

*(2) The reference date for identifying the shareholders entitled to attend and vote at the general meetings, as well as the registration date for determining the shareholders to receive dividends and on which the effects of the decisions of the general meetings will be broken, will be determined according to the applicable legal regulations in force.*

*(3) The record of the shares and the shareholders is kept according to the legal provisions by Depozitarul Central S.A.*

*(4) The status of shareholder of the company is attested by an account statement issued by the entity keeping, according to the law, the records of shares and shareholders. Persons whose account includes shares issued by Infinity Capital Investments S.A. are presumed to be their owners.*

**Art. 7 paragraph 4 letter a shall be amended and supplemented and shall read as follows:**

**Art. 7 The General Shareholders Meeting**

(4) *The Extraordinary General Meeting shall meet whenever required, in order to decide on:*

*a) changing the legal status of the company and/or changing the form of administration by appointing an alternative external investment fund manager, in accordance with the law;*

**Art. 7 paragraph 13 shall be amended and supplemented and shall read as follows:**

Art. 7 The General Shareholders Meeting

(13) *Each share gives the right to one vote, except for the limitations laid down in the articles of association or in the regulations and legal provisions.*

*The company shall determine for each decision at least the number of shares for which valid votes have been cast, the proportion of the share capital represented by those votes, the total number of valid votes cast, and the number of votes cast “for” and “against” each decision and, where appropriate, the number of abstentions.*

*The position of “abstention” adopted by a shareholder in respect of items on the agenda of a general shareholders meeting of Infinity Capital Investments S.A. shall be an expressed vote.*

*The attendance notice for the company’s general shareholders meeting shall include mentions regarding the qualification of the position of abstention as an expressed vote.*

**Art. 8 paragraph 6 shall be amended and supplemented and shall read as follows:**

Art. 8 The Board of Directors

(6) *The directors shall be compensated for the work done; the monthly compensation and other rights due to the directors shall be determined by decisions of the Ordinary General Shareholders Meeting of the company.*

*The remuneration of directors shall consist of a monthly fixed allowance and a variable component. The general limits of the variable remuneration are determined by decisions of the Ordinary General Shareholders Meeting of the company.*

*Variable remuneration can be granted both in cash and/or through the allocation of financial instruments and/or derivatives (shares, options granted under Stock Options Plans, etc.).*

*Variable remuneration may be granted to members of the Board of Directors, members of the senior management and employees of the company, according to the general limits approved by the General Shareholders Meeting, subject to the achievement of the net profit indicator and the approval of the annual financial statements by the General Shareholders Meeting.*

*The fund for the award of variable remuneration for the achievement of the net profit performance indicator will be determined and recorded as a provision, so that the realization of the net profit established through the Income and Expenditure Budget is not jeopardized. The variable remuneration will be paid out after approval of the annual financial statements.*

*In the case of instruments granted under Stock Options Plan for administrators and directors, the allocation criteria are established in accordance with the specific legislation, as well as with the provisions of the articles of association and the administration and mandate contracts, while, for employees, the Board of Directors establishes the eligibility criteria for SOP beneficiaries, the*

number of instruments to be granted to each category of beneficiaries, in accordance with the provisions of the specific legislation on sound remuneration policies, as well as SOP implementation mechanisms.

**Art. 8 paragraph 13 shall be amended and supplemented and shall read as follows:**

*(13) The Board of Directors shall meet at the company's head office or in another place to be convened in the call, and the meetings shall be convened and held in accordance with the applicable legal provisions, as well as the internal rules of the Board of Directors. Participation in the meetings of the Board of Directors can also take place through the means of remote communication: teleconference; videoconference; Internet conference or intranet, etc.*

*The members of the Board of Directors may be represented in the meetings of the board by other members based on a power of attorney. A member of the Board may represent only one other member in a meeting.*

*The power of attorney will be sent to the Secretariat before the meeting begins. In urgent circumstances or where the directors are unable to attend the meeting, the President of the Board may decide that the meeting shall be held and that voting shall be transmitted by electronic means, in accordance with the procedure laid down in the rules of procedure of the Board of Directors.*

**Art. 8 paragraph 16 letters k and l shall be amended and shall read as follows:**

#### **Art. 8 The Board of Directors**

*(16) The Board of Directors shall have the following basic powers:*

.....  
*k) acts of acquisition, transfer, exchange or guarantee of assets belonging to the category of the company's fixed assets, including securities or other financial instruments, the amount of which exceeds, individually or in aggregate, during a financial year, 20% of the total of the fixed assets, excluding claims, are entered by the company's directors or managers, only after prior approval by the Extraordinary General Shareholders Meeting pursuant to Article 91 (1) of Law no. 24/2017, or any legal provisions in force at the time the documents were drawn up.*

*l) leases of tangible assets, for a period exceeding one year, the aggregate or individual value of which in relation to the same co-contractor or persons involved or acting in concert exceeds 20% of the value of the total fixed assets, less claims on the date of conclusion of the legal act, as well as associations for a period of more than one year, exceeding the same value, are approved in advance by the Extraordinary General Shareholders Meeting according to Article 91 (2) of Law no. 24/2017, or any legal provisions in force at the time of drawing up the documents.*

**Art. 14 shall be amended and supplemented and shall read as follows:**

#### **Art. 14 Loans**

*The Company may borrow or loan funds on a temporary basis, in compliance with the legislation and regulations in force.*

**7.** Approval of the development of a Stock Option Plan program, which aims to grant option rights for the acquisition of shares free of charge by administrators, directors, employees, for the purpose of ensuring their loyalty, retention and motivation, as well as for rewarding them for the activity carried out within the Company. The programme will be carried out under the following conditions:

**(a)** under the Stock Option Plan, a maximum of 2,000,000 shares allocated to administrators, directors, employees will be granted option rights.

**(b)** in the case of the option rights granted to administrators, directors, employees of the Company, the right of option may be exercised after a period determined by the decision of the Board of Directors implementing the “Stock Option Plan” program.

**(c)** the “Stock Option Plan” programme may include the Company’s administrators, directors, employees, according to the performance criteria established by the Board of Directors.

**(d)** the Board of Directors shall be empowered to take all the necessary measures and to fulfil all formalities required for the approval and implementation of the Stock Option Plan, such as, without limitation: **(i)** determining the criteria on whose basis the option rights will be granted to the Company’s staff; **(ii)** determining the positions in the organizational chart, as well as in the structure of the Board of Directors, for which the stock option plan will be applicable; **(iii)** the period between the date of granting the right of option and the date of exercising the right of option; **(iv)** the conditions for exercising the right of option and, implicitly, for acquiring shares; **(v)** the period within which the right of option holder must exercise the right of option; **(vi)** preparation and publication of information documents in accordance with the law, etc.

**(e)** the implementation shall be made by the Board of Directors of the Company, in compliance with the decision of the Extraordinary General Shareholders Meeting, and/or with the help of a specialized consultant.

**(f)** the implementation of the programmes shall be carried out in compliance with the legal obligations for the preparation and publication of the information documents in accordance with the law and the applicable FSA regulations.

**8.** The approval of the company carrying out a programme of redemption of its own shares, in compliance with the applicable legal provisions and meeting the following main characteristics:

**(i)** the purpose of the programme: The Company shall redeem shares in the programme for their distribution free of charge to the Company’s administrators, directors, employees, for ensuring their loyalty, as well as for rewarding the activity carried out within the Company, according to the performance criteria to be established by the Board of Directors.

**(ii)** the maximum number of redeemable shares: no more than 2,000,000 shares;

**(iii)** minimum price per share: 0.1 RON;

**(iv)** Maximum price per share: 4.45 RON;

**(v)** duration of the programme: no more 18 months from the date of registration with the trade register;

**(vi)** the payment of the shares acquired within the programme shall be made from the distributable profit or the available reserves of the company registered in the last



approved annual financial statement, except for the legal reserves, based on the financial statements 2021, according to the provisions of Art. 103<sup>1</sup> d) of the Law on companies no. 31/1990.

**9.** Approval of the mandate of the senior management of S.I.F. Oltenia S.A. for the fulfilment, with due regard for the legal requirements, of the redemption program of its own shares, including but not limited to the determination of the acquisition of its own shares.

**10.** Approval of the mandate of the President/General Director of S.I.F. Oltenia S.A. to sign the decisions of the Extraordinary General Shareholders Meeting, the amended and updated form of the articles of association and any other related documents, to represent the company and to carry out all the acts and formalities of advertising, registration and implementation of the decisions adopted by the Extraordinary General Meeting of Shareholders at the Trade Registry Office, The Financial Supervisory Authority, Depozitarul Central S.A. and to any other authorities, including, but not limited to, changing the name, drawing up, signing and submitting all documents for this purpose, changing any other identifying elements of the company, if applicable, (eg: changing the graphic aspect of the emblem–logo, brand, stock symbol, as well as any other such distinctive elements), performing all and any necessary formalities, before any competent authority, for the implementation of the decisions adopted by the Extraordinary General Meeting of Shareholders.

**11.** Approval of the date **14.07.2023 as the registration date (ex date 13.07.2023)** according to the legal provisions in force, for the determination of shareholders affected by the adopted decisions.

For the enforcement of the provisions of Law no. 24/2017 and FSA Regulation no. 5/2018, shareholders representing 5% of the registered capital by themselves or jointly are entitled:

- to introduce issues on the agenda of the general meeting, provided that that each issue is accompanied by a supporting document or a draft decision proposed to be adopted by the general meeting;
- to present decision drafts for the issues included or proposed to be included on the agenda of the general meeting.

Such rights can be exercised until **07.04.2023, 11 a.m.**

Each shareholder is entitled to ask questions regarding the issues on the agenda of the general meeting, no later than **07.04.2023, 11:00 a.m.**, date of the registration number. The company can also answer by posting the answer on its website, under *Informații Investitori - Întrebări frecvente (Investor information - Frequently asked questions)*.

The requests will be submitted in writing, in original, at the company's headquarters: S.I.F. Oltenia S.A. Craiova, 1 Tufanele street, Dolj county, under the signature of the shareholder or its legal representative. Moreover, the shareholders or legal representatives can send the requests with an extended electronic signature, according to Law no. 455/2001 on electronic signature, by e-mail to "public@sifolt.ro". Irrespective of the chosen transmission method, shareholders must mention clearly, in capital letters: For the OGSM/EGSM of S.I.F. OLTENIA S.A. OF **27/28.04.2023**.

For identification, the shareholders proposing additions to the agenda shall enclose documents certifying their identity (identity document for natural persons and, for legal entities, the legal representative's identity document along with the proof of his/her status as a legal representative, i.e. a certificate issued by the Trade Register,

in original or in certified copy, or any other document, in original or in certified copy, issued by a competent authority from the state where the shareholder is legally registered, certifying his/her status as a legal representative) and a bank statement certifying the status of shareholder and the number of shares held as of the date of the request, issued by the Central Depository or by the participants defined according to legal provisions, who provide custody services (based on the provisions of art. 194 of F.S.A. Regulation no. 5/2018). The documents certifying the status of legal representative of the shareholder who is a legal entity will be issued no more than 3 months prior to the publication of the attendance notice for the general shareholders meetings. The documents certifying the status of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation made by a certified translator, into Romanian or English.

The same documents will be submitted by the shareholders submitting questions to the Board of Directors.

Documents enclosed to requests sent by mail or courier service will be certified as certified copies by the signatories of the requests and, for those sent in electronic format, the holders of the extended electronic signature (shareholder or legal representative) will send an affidavit that the submitted documents are certified copies.

A person can **attend** the General Meeting on its own behalf or by means of a representative. Representatives can also be other persons than shareholders, based on a special or general power of attorney, according to Law no. 24/2017 on issuers of financial instruments and market operations and the FSA Regulation no. 5/2018 for its enforcement.

The special power of attorney can be granted to anyone for representation in a single general assembly and includes specific voting directions from the shareholders, clearly stating the voting option for each issue on the agenda of the General Meetings. In this case, the provisions of art. 125 (5) of Law no. 31/1990 R, as subsequently amended and supplemented, are not applicable.

The general power of attorney can be granted by the shareholder, as the customer, to an intermediary (defined according to art. 2 par. (1) point 19 of Law 24/2017) or to an attorney, as provided by Law no. 24/2017, for no more than 3 years. A copy of the general power of attorney shall be submitted to S.I.F. Oltenia S.A., prior to its first use. The accuracy of the copy will be certified by the representative's signature.

When entering the meeting room and prior to receiving the voting ballot, the representative appointed by the shareholder through a general power of attorney shall issue an affidavit, that will be updated for every general assembly undertaken by S.I.F. Oltenia S.A. for the period of validity of the general power of attorney, showing that s/he does not have a conflict of interest, according to the legal provisions. Moreover, the assignee, whether an intermediary or a lawyer, shall prove that they are a customer of the shareholder who issued the general power of attorney, based on a contract (copy of an excerpt, certified by the representative), valid on the date when the general power of attorney was issued, including the parties and being valid at least for the period for which the shareholder issued the general power of attorney.

The assignee cannot be substituted by other person, unless such right was explicitly granted by the shareholder in the power of attorney. If the assignee is a legal entity, they can exercise the received mandate by means of any person included in their managing body or from among their employees. If the participating natural person is the legal representative, s/he will prove his/her status through the same documents requested when filing applications regarding additions to the agenda or

asking questions. If the mandate is exercised by means of another person who is a member of the managing board or who is an employee of the legal entity, such documents shall also include a power of attorney, IN ORIGINAL, signed by the legal representative for the appointment of the person taking part in the general assembly, also mentioning the status/position in the legal entity appointed by the shareholder as his/her representative.

The shareholders can revoke or amend the vote or the issued mandates, no later than **25.04.2023, 11.00 a.m. (hour of registration with the company's registry) for the OGSM, respectively 9.00 a.m. (hour of registration with the company's registry) for the EGSM**; the last vote or special or general power of attorney registered with S.I.F. Oltenia S.A. will be considered. Moreover, if the shareholder personally attends the assembly, the previously sent votes or mandates will become void.

If the person representing the shareholder through personal attendance in the general meeting is someone else than the one expressing the vote by mail, then, for the vote to be valid, s/he shall show at the assembly a written revocation of the vote by mail, signed by the shareholder or by the representative who expressed the vote by mail. This is not required if the shareholder or his/her legal representative attends the general meeting.

If a shareholder is represented by means of a credit institution providing custody services, the provisions of Law no. 24/2017 will apply. The custodian must comply with the requirements stipulated in the Voting Procedure approved by the Board of Directors.

Depending on the voting option chosen by shareholders, the voting procedure shall be notified to the latter together with the special power of attorney form and the mail voting ballot, on the official website of S.I.F. Oltenia S.A., **as of 17.03.2023**, in Romanian and English language.

Special powers of attorney, IN ORIGINAL, and general powers of attorney, as described above, shall be submitted (at the registry or by mail) to S.I.F. Oltenia S.A. **as of 18.04.2023, 9.00 a.m., no later than 25.04.2023, 11.00 a.m. for the OGSM, respectively 9.00 a.m. for the EGSM**, the date of the registry no. or under the form of an electronic document with an extended electronic signature, sent by the same deadlines, to: aga@sifolt.ro.

Moreover, the mail voting ballot will be submitted in original or sent electronically to S.I.F. Oltenia S.A., by the same deadline, i.e. **18.04.2023, 9.00 a.m., no later than 25.04.2023, 11.00 a.m. for the OGSM, respectively 9.00 a.m. for the EGSM**.

If the above mentioned deadline is exceeded, the votes shall not be considered. The shareholders must comply with the procedure established by the Board of Directors to express the vote, depending on the chosen method, under sanction of cancellation of the vote.

A special commission will be appointed in order to receive and centralize the mail votes expressed by shareholders. The members of the commission must keep the documents safe and , shall ensure the confidentiality of the vote, based on a Confidentiality Commitment, until the votes are centralized; they shall only allow for the disclosure of the latter to the members of the commission who are in charge with counting the expressed votes and only when the other votes expressed by the attending shareholders or by the shareholders' representatives who attend the meeting are known.

The voting rights for shares redeemed by the company are suspended.

The materials related to the agenda, draft decisions, as well as the materials required for the legal performance of meetings, can be consulted or obtained by the

shareholders at a cost, from the company's headquarters in Craiova, located on 1 Tufanele Street or from the official website, as follows:

- The individual financial statements as of 31.12.2022 audited according to IFRS, the Board of Directors report on the individual financial statements as of 31.12.2022, the Communication on the Board's proposal on the distribution of net profit achieved in the financial year 2022, the informative material related to the proposal of the Board of Directors on the distribution of net profit earned in the financial year 2022, the statement according to Law no. 24/2017 on individual financial statements as of 31.12.2022, the list of companies controlled by S.I.F. Oltenia S.A. on 31.12.2022, statement of assets as of 31.12.2022 (Annexes 10 and 11), statement according to the Corporate Governance Code, statement according to Regulation no.2/2016, Report of the Financial Auditor on the individual financial statements as of 31.12.2022, information material related to the point on discharge of administrators for the activity carried out in the financial year 2022, draft decisions, voting procedure, voting bulletin forms by correspondence and special empowerment (related to the OGSM) and informative materials, draft decisions, voting procedure, voting bulletin forms by correspondence and special empowerment (related to the EGSM) - as of **17.03.2023**;

- The consolidated financial statements as of 31.12.2022 audited in accordance with IFRS, the report of the Board of Directors on the consolidated financial statements as of 31.12.2022, statement in accordance with Law no. 24/2017 on the consolidated financial statements as of 31.12.2022, the report of the financial auditor on the consolidated financial statements as of 31.12.2022, the revenue and expenditure strategy and budget for the year 2023 and the related information material, the 2022 remuneration report and the related information material as of **26.03.2023**;

- mail voting ballots and special attorney forms filled in with the names and surnames of applicants to the position of administrator and updated – in case the shareholders ask to add issues to the agenda or in case of requests from the F.S.A. - as of **13.04.2023**.

Access to the meeting room is allowed to:

- shareholders, only based on the identity document for natural persons and, for legal entities, based on the identity document of the legal representative, as identified in the shareholders' list on the reference date received from the Central Depository. If the data regarding the status of legal representative have not been updated with the Central Depository by a shareholder who is a legal entity, according to the reference date, the status of legal representative shall be proven with a Certificate issued by the Trade Register, submitted in original or certified copy, or any other document, in original or in certified copy, issued by a competent authority from the state where the shareholder is legally registered, certifying his/her status as a legal representative. The document certifying the status of legal representative of the shareholder who is a legal entity is valid if it was issued no more than 3 months prior to the publication of the attendance notice for the General Meetings.

- representatives, for whom the shareholders issued special or general powers of attorney, to be submitted according to this notice and to the Procedure approved by the Board of Directors of S.I.F. Oltenia S.A., based on the identity document.

- credit institutions who provide custody services (by means of a legal representative or an assignee thereof) - based on the identity document, according to this notice and to the Procedure approved by the Board of Directors of S.I.F. Oltenia S.A.

According to art. 105 para. 23<sup>3</sup> of Law no. 24/2017 regarding issuers of financial instruments and market operations, the position of "abstention" expressed by a shareholder or by a representative present regarding the items on the agenda of the

general meetings of shareholders does not represent a vote expressed regarding those items on the agenda.

If on **27.04.2023** the quorum necessary to carry out the works of the OGSM and/or EGSM is not met, they will take place on the second call, on **28.04.2023**, at the place and time indicated for the first call, with the same agenda. The quorum for the EGSM is at least one fifth of the total voting rights, and deliberations for the OGSM are held regardless of the quorum. Decisions are made with the majority of the expressed votes in the OGSM, and with the majority of votes held by attending or represented shareholders in the EGSM.

The management of S.I.F. Oltenia S.A. recommends to its shareholders, as far as possible:

- to access the supporting materials for the issues on the agenda of the order Ordinary/Extraordinary General Shareholders Meeting in electronic format, as available on the company's website, rather than the copies available at the headquarters;
- to cast their vote by mail, using the mail voting ballot available on the company's website;
- to use all the electronic means of communication indicated in the notice, rather than mail or courier to the Company's headquarters, when sending (i) proposals regarding the addition of new issues to the OGSM/EGSM agenda, (ii) draft decisions, (iii) written questions prior to the OGSM/EGSM, (iv) applications for the position of administrator, (v) powers of attorney for representation in the OGSM/EGSM or (vi) the mail voting ballot.

Additional information can be obtained at the headquarters of SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A. of Craiova, 1 Tufanele street, phone 0251- 419.335, 0251- 419.338 and from the official website of S.I.F. Oltenia S.A. - [www.sifolt.ro](http://www.sifolt.ro) – Section Investor Information - General Meetings.

*There are no other events to report.*

**Sorin - Iulian Cioacă**  
**President - General Manager**

Compliance officer  
Viorica Bălan