

SIMPLIFIED PROSPECTUS OF S.I.F. OLTENIA S.A.,

**A CLOSED-END, DIVERSIFIED AND SELF-MANAGED ALTERNATIVE
INVESTMENT FUND FOR RETAIL INVESTORS**

- drawn up on 12 January 2021 -

The simplified prospectus has been drawn up in accordance with the provisions of Law no. 243/2019 on the regulation of alternative investment funds and amending and supplementing certain regulatory acts, of Article 14 of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, Commission Delegated Regulation (EU) 2019/979 and Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 and FSA Regulation no. 7/2020 on the authorization and operation of alternative investment funds for the purpose of updating the establishment and operating documents of the Societatea de Investiții Financiare (S.I.F.) Oltenia S.A. (“S.I.F. Oltenia S.A.”), so that it is classified as a closed-ended, diversified and self-managed Alternative Investment Fund (AIF) for retail investors.

The simplified prospectus shall contain:

- The summary of the prospectus;
- The registration document for securities issued by S.I.F. Oltenia S.A.;
- Note on securities issued by S.I.F. Oltenia S.A.



Investments in AIFs are not bank deposits, and banks, if they are a shareholder in an AIFM., do not give any guarantee to the investor regarding the recovery of the invested amounts, unless the prospectus provides otherwise.

The approval of the opening and operation of the public offer of securities by F.S.A. does not in any way imply the approval or assessment by the F.S.A. of the quality of the investment in these shareholdings, but points out that the bidder complies with the provisions of Law no. 74/2015, Law no. 243/2019 and Regulation no. 7/2020.

Holding securities involves not only specific benefits, but also the risk that objectives are not achieved, as well as losses to investors, since revenues from investments generally are proportional to risk.

In order to make a correct decision on a possible investment in shares issued by S.I.F. Oltenia S.A., we draw attention to the fact that the summary of the prospectus has to be read together with the registration document for the securities issued by S.I.F. Oltenia S.A. and with the Note on securities issued by S.I.F. Oltenia S.A.

S.I.F. Oltenia S.A. operates under the Law on companies no. 31/1990, the Law on alternative investment fund managers no. 74/2015, the F.S.A. Regulation no. 10/2015 on the management of alternative investment funds, the Law no. 24/2017 on issuers of financial instruments and market operations, Regulation (EU) no. 5/2018 on issuers of financial instruments and market operations, Law no. 243/2019 on the regulation of alternative investment funds and amending and supplementing regulatory acts, the F.S.A. Regulation no. 7/2020 on the authorization and operation of alternative investment funds and other related regulations.

THE SUMMARY OF THE PROSEPECTUS

SECTION I: INTRODUCTION

a) **Name of the securities:** Shares of S.I.F. Oltenia S.A. traded in the Premium category of the Bucharest Stock Exchange (BVB), the SIF5 market symbol.

International securities identification number (ISIN): ROSIFEACNOR4.

b) **Identity and contact details of the issuer:**

- S.I.F. OLTENIA S.A - a closed-ended, diversified and self-managed alternative investment fund for retail investors
- No. and date of registration with the ONRC: J16/1210/03.03.2014
- Registered office: 1 Tufanele street, Craiova, zip code 200767, phone: 0251-41.93.98, 0251-41.93.97, fax 0251-41.93.40, website: www.sifolt.ro, e-mail: public@sifolt.ro
- Company Registration Code: RO 4175676
- LEI CODE: 254900VTOOM8GL8TVH59.

c) **Identity and contact details of the relevant authority:**

Autoritatea de Supraveghere Financiara (Financial Supervisory Authority) - address: 15 Splaiul Independenței, district 5, zip code 050092 Bucharest, Romania, fax: (+4) 021.659.60.51 și (+4) 021.659.64.36; e-mail: office@asfromania.ro; website: www.asfromania.ro.

d) **Date of approval of the prospectus:** 08.06.2021

CAUTIONS:

The summary of the prospectus shall be drawn up in accordance with Article 14 of Regulation (EU) 2017/1129 of the European Parliament and of the Council and shall be read as an introduction to the simplified prospectus.

Any investment decision in shares issued by S.I.F. Oltenia S.A. must be based on an examination and analysis of the entire prospectus by the investor.

You are about to purchase a product that is not simple and can be difficult to understand. An investment in shares involves complex financial risks and investors should carefully consider whether this investment is appropriate for them, taking into account the information in the simplified prospectus and their personal circumstances. Where appropriate, the investor could lose all or part of the capital invested.

Where an action is brought before a court on the information contained in the prospectus, the plaintiff investor may, in accordance with national law, have to bear the costs of translating the prospectus before the legal proceedings are opened.

Civil liability shall be borne solely by the persons who have submitted the summary, including any translation thereof, but only when it is misleading, inaccurate or inconsistent with the other parts of the prospectus or where it does not provide, in relation to the other parts of the prospectus, key information to help investors decide whether to invest in such securities.

SECTION II: KEY INFORMATION ON THE ISSUER

a. **Who is the issuer of the securities?**

S.I.F. Oltenia S.A. is established as a legal person governed by private law, of Romanian nationality, organized as a public limited company under Law no. 31/1990 on companies, being registered at the Trade Register Office of the Dolj Court under number J16/1210/30.04.1993, with the company registration code RO 4175676.

S.I.F. Oltenia S.A. is authorized by the Financial Supervisory Authority as an Alternative Investment Fund Manager (AIFM) under Law no. 74/2015 by means of authorization no. 45 of 15.02.2018, being registered in the public register of FSA under the AIFM no. PJR07.1AFIAA/160004 of 15.02.2018.

Based on the provisions Law no. 243/2019 on the regulation of alternative investment funds and for the amendment and completion of some regulatory documents, S.I.F. OLTENIA S.A is classified as a closed-ended, diversified and self-managed alternative investment fund for retail investors (AIFRI).

The registered office of S.I.F. Oltenia S.A. is in Craiova, 1 Tufanele street, zip code 200767, Dolj county, Romania, phone (+40)251.41.93.98, fax (+40)251.41.93.40, e-mail: public@sifolt.ro, website: www.sifolt.ro.

The LEI (Legal Entity Identifier) code is 254900VTOOM8GL8TVH59.

S.I.F. Oltenia S.A. is listed on the Bucharest Stock Exchange as of 1 November 1999, and its shares are traded in the Premium category of the regulated market, under the stock market symbol SIF5 (ISIN: ROSIFEACNOR4).

The main field of activity of S.I.F. Oltenia S.A. is NACE code 649 - other activities of financial intermediation, excluding insurance activities and pension funds, and its main activity is NACE code 6499 - other financial intermediation n.e.c.

The main activities that can be carried out by S.I.F. Oltenia S.A. are the following:

- a) portfolio management;
- b) risk management;

As an AIFM, SIF Oltenia SA may also carry out other activities, such as:

- a) Entity administration:
 - (i) legal and fund accounting services;
 - (ii) requests for information from customers;
 - (iii) monitoring compliance with applicable legislation;
 - (iv) income distribution;
 - (v) equity issues and redemptions;
 - (vi) record-keeping.

b) Activities relating to the assets of the AIF, namely services necessary for the performance of the AIFM's management tasks, infrastructure management, real estate management, advice to entities on capital structure, industrial strategy and related matters, advice and services on mergers and acquisitions of entities, as well as other services related to the management of the AIF and the companies and other assets in which it has invested.

S.I.F. Oltenia S.A. has no majority shareholders or directly or indirectly controlling shareholders. As of 31.12.2020, the 10 largest shareholders of S.I.F. Oltenia S.A. held, together, 38.804% of the share capital of the issuer. In terms of the structure of the 10 largest shareholders of S.I.F. Oltenia S.A., on the same date, 8 entities are registered in Romania, and 2 are foreign entities. The number of shareholders holding more than 5 % of the capital of S.I.F. Oltenia S.A. is equal to 3, i.e. FIA Certinvest Actiuni (which held 5.50% of the share capital), FII Optim Invest (which held 5.45% of the share capital) and FII Active Plus (which held 5.18% of the share capital), entities regulated and authorized to operate on the Romanian capital market.

S.I.F. Oltenia S.A. is managed by a Board of Directors, made up of five members, elected by the ordinary general meeting of shareholders and authorized by the Financial Supervisory Authority. At the time of approval of the prospectus, the composition of the Board of Directors (*authorized by the FSA in December 2020*) is as follows:

- **Sorin - Iulian Cioaca** – President of the Board of Directors and General Manager;
- **Mihai Trifu** - Vice-President of the Board of Directors and Deputy General Director;
- **Codrin Matei** - independent non-executive member of the Board of Directors;
- **Adrian Andrici** - independent non-executive member of the Board of Directors;

A position of administrator is vacant at the time of drawing up this prospectus.

The financial auditor is **JPA AUDIT & CONSULTANTA S.R.L.**, based in Bucharest, 5 Mircea Voda street, 3rd floor, 030663, district 3, Romania.

The storage and custody services are performed by **RAIFFEISEN BANK SA**, based in Bucharest, Sky Tower building, 246C Calea Floreasca, district 1, Romania.

The records of the shares and the shareholders are kept by **DEPOZITARUL CENTRAL SA of Bucharest**.

b. What is the key financial information about the issuer?

Financial information for S.I.F. Oltenia S.A.

Class of shares	TOTAL NPV	No. of shares in circulation (end of period)	NPV/share	Market price/share	Historical performance of the fund (NPV)	Historical performance of the fund (market price)	Year
Ordinary	2,389,468,256	580,165,714	4.0311	2.5600	27.22%	22.78%	2019
Ordinary	1,982,611,377	580,165,714	3.1686	2.0856	3.83%	-4.36%	2018
Ordinary	1,816,444,858	580,165,714	3.0516	2.1800	18.43%	33.74%	2017

In the financial years 2017 to 2019, the number of shares issued by S.I.F. Oltenia S.A. was constant, equal to 580,165,714 ordinary shares, and the value of the net asset per share ranged between 3.0516 RON per share and 4.0311 RON per share. In the same period, the total net asset value increased from 1,816,444,858 RON to 2,389,468,256 RON, with an annual growth rate between 3.83% and 27.22%.

The profit and loss statement for S.I.F. Oltenia S.A.

Indicator name	Year 2017	Year 2018	Year 2019	30 November 2020	30 November 2019
Total net income	109,170,583	124,725,474	156,925,470	72,590,752	156,733,384
Net profit	74,303,964	96,259,800	124,132,274	57,974,936	130,884,516
Performance commission (accrued/paid)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Commission for the management of investments (accrued/ paid)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Any other significant fees due to service providers	2,138,852	2,242,867	2,753,730	2,200,537	2,335,417
Result per share	0.1281	0.1659	0.2140	0.1110	0.2256

In addition to these financial data extracted from the individual financial statements of S.I.F. Oltenia S.A., the consolidated statement of profit and other comprehensive income for 31 December 2019, audited by the financial auditor (31 December 2019 being the latest date on which the financial statements of S.I.F. Oltenia SA are audited) is shown below.

Consolidated statement of profit or loss and of other elements of the comprehensive income as of 31 December 2019

<i>In RON</i>	Note	31 December 2019	31 December 2018
Incomes			
Gross incomes from dividends	7	126,149,125	90,836,800
Incomes from interests	8	1,171,085	498,711
Other operating income	9	256,308,205	237,432,663
Net profit from exchange rate differences	10	6,532,436	(963,651)
Profit from the assessment of financial assets at fair value through the profit or loss statement		818,856	(56,554)
Gain from the sale of financial assets measured at fair value through profit or loss	11	113,280	(106,487)
Expenses			
Fees and management and supervision taxes	12	(3,429,087)	(2,725,639)
Revenues from reversal of provisions for risks and expenses		5,952,413	5,748,502
Other operational expenses	13	(243,208,414)	(231,532,281)
Profit before taxation		150,407,899	99,132,064
Profit tax	14	(10,415,291)	(5,909,411)
Net profit of the financial year		139,992,608	93,222,653
Other elements of the comprehensive income			
Earnings related to the transfer of financial assets assessed at fair value through other elements of the comprehensive income, net of tax recognized in the result carried forward		11,499,712	506,981,965
Reserve variation from the reassessment of the tangible assets, net of deferred tax		(1,350,479)	956,327
Net variation of the fair value of financial assets assessed through other elements of the comprehensive income		441,835,273	91,880,452
Fair value reserve of the financial assets assessed through other elements of the comprehensive income delivered, transferred into the result carried forward, net of tax		(12,358,957)	(509,796,031)
Total other elements of the comprehensive income		439,625,549	90,022,713
Total comprehensive income for the period		579,618,157	183,245,366

Afferent net profit			
Company shareholders		136,208,377	92,712,041
Minority interest		3,784,231	510,612
		139,992,608	93,222,653
Afferent comprehensive result			
Company shareholders		572,812,306	184,073,891
Minority interest		6,805,851	(828,525)
		579,618,157	183,245,366
Result per share	29		
Basic		0.2348	0.1598
Diluted		0.2348	0.1598

Source: Audited consolidated annual financial statements of S.I.F. Oltenia S.A., for the year 2019

Balance sheet for S.I.F. Oltenia S.A.

	2017	2018	2019	30 November 2020	30 November 2019
Total net assets	1,770,430,599	1,838,322,127	2,338,712,803	1,924,281,245	2,335,504,514
Leverage indicator	1	1	1	1	1

The main coordinates of the consolidated financial position as at 31 December 2019, according to the audited consolidated financial statements of S.I.F. Oltenia S.A. as of 31 December 2019, 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, are presented in the table below.

Consolidated statement of the financial position as of 31 December 2019

<i>In RON</i>	Note	31 December 2019	31 December 2018
Assets			
Cash and cash equivalents	15	25,947,876	480,439,807
Deposits placed in banks	16	66,514,757	14,037,297
Financial assets assessed at fair value through other elements of the comprehensive income	17	1,996,294,969	1,183,214,785
Financial assets assessed at fair value through the profit or loss account	17	3,551,796	3,506,885
Loans and receivables	18	54,330,940	38,856,954
Tangible assets	19	80,341,127	87,216,858
Real estate investments	20	100,005,701	93,904,401
Other assets	21	110,647,662	157,037,888
Total assets		2,437,634,828	2,058,214,875
Liabilities			
Payable dividends	22	47,241,982	43,355,439
Taxes and fees	23	5,622,224	99,371,144
Deferred tax payables	24	122,949,578	43,682,766
Other payables	25	86,591,694	139,907,725
Total payables		262,405,478	326,317,074
Equity			
Registered capital	26	58,016,571	58,016,571
Share capital adjustment		103,847,238	103,847,238
Other elements of equity		610,422,270	185,042,195
Reserves from revaluation of tangible assets		38,691,915	39,055,057
Legal and statutory reserves		28,599,049	28,169,423
Other reserves	27	748,126,025	735,589,573
Own shares		(1,962,259)	-
Other losses related to equity instruments		(47,946,784)	-
Carried result representing non-allocated profit or non-covered loss		(23,493,421)	(17,634,138)
The result carried forward as a result of the application of IAS 29 on the share capital and reserves		(158,148,438)	(158,148,438)
The result carried forward as a result of the application of IAS without IAS 29		647,092,095	634,725,228
Current profit		136,208,377	92,712,041
Total equity attributable to the main company		2,139,452,638	1,701,374,750
Minority interest of which:	28	35,776,712	30,523,051

Profit or loss of the financial year for non-controlling interests		3,784,231	510,612
Other equity		31,992,481	30,012,439
Total capital		2,175,229,350	1,731,897,801
Total payables and equity		2,437,634,828	2,058,214,875

Qualifications in the audit report relating to financial information

According to the statutory auditor's reports on the audit of the financial statements for the financial years 2017, 2018 and 2019, drawn up on 22.03.2018, 20.03.2019 and 20.03.2020 respectively, *"the separate financial statements give a true and fair view of the company's financial position and financial performance and cash flows for that financial year, in accordance with Rule no. 39/2015 for the approval of accounting regulations in accordance with International Financial Reporting standards, applicable to entities authorized, regulated and supervised by the Financial Supervisory Authority in the financial instruments and investment sector"*.

c. What are the main risks specific to the issuer?

Market risk is the current or future risk of adverse outcome on profits, caused by fluctuations in the market prices of equity securities - in terms of activities belonging to the trading portfolio - as well as interest rate and exchange rate fluctuations for the entire activity of the Company. The Company monitors the market risk with the objective of optimizing profitability in relation to the associated risk, in accordance with the approved policies and procedures. From the point of view of S.I.F. Oltenia S.A., the relevant market risks are: price risk (position risk), foreign exchange risk, interest rate risk. **The position risk** is caused by market price volatility, such as fluctuations in the market in financial instruments, as a result of changes in market prices, either caused by factors affecting all instruments traded on the market or by factors specific to individual instruments or their issuer. S.I.F. Oltenia S.A. monitors both the systemic component (general risk determined by macro-factors) and the specific risk arising from the issuers' own activity, so that when price risks are not consistent with internal policies and procedures, it will act accordingly by rebalancing the asset portfolio. **The interest rate risk** is the current or future risk of loss of profits and capital due to adverse changes in interest rates. The interest rate directly influences the income and expenditure attached to the financial assets and liabilities bearing variable interest rates. **Foreign exchange risk** is the risk that the value of a financial instrument will be affected as a result of fluctuations in foreign exchange rates. This risk takes into account all positions held by S.I.F. Oltenia S.A. in foreign currency deposits, financial instruments denominated in foreign currency, irrespective of the holding period or the level of liquidity recorded by those positions. The company does not use derivative financial instruments to protect itself against interest rate fluctuations. The company is continuously seeking to minimize possible adverse effects associated with market risk through an active policy of prudential diversification of the portfolio of financial assets under management.

The liquidity risk is the risk of profit impairment due to operations associated with financial instruments that are not liquid (which could lead to difficulties in buying or selling these financial instruments within a reasonable time with a minimum loss) and the possible risk that S.I.F. Oltenia S.A. cannot fulfill its short-term financial obligations. S.I.F. Oltenia S.A. constantly monitors the maintenance of a liquidity level appropriate to its underlying obligations, based on an assessment of the relative liquidity of assets on the market, taking into account the time required for liquidation and the price or value at which those assets can be liquidated, and their sensitivity to market risks or other external factors. The company shall systematically monitor the liquidity profile of the asset portfolio taking into account the contribution of each asset on liquidity and the significant, contingent or other kind of liabilities that the company may have in relation to its underlying obligations. In assessing the level of liquidity of a financial instrument in the portfolio of S.I.F. Oltenia S.A., the following factors are considered, inter alia: the size of the financial instrument position in relation to its liquidity and the depth of the market recorded at the trading venue where it is listed/relevant, the time period during which the position in the financial instrument is intended to be closed, in relation to the average liquidity of that financial instrument (over a period of time), and the possibility that the portfolio of financial instruments may be restructured/negative effects offset over an optimal time horizon, in the event of accelerated depreciation of stock indices having an impact on the portfolio value.

Operational risk refers to losses resulting from acts undertaken (or negligence) in the pursuit of business activities. Operational risk is also assimilated to legal risk. With a view to assessing the level of operational risk to which it is exposed, S.I.F. Oltenia S.A. acts to identify and frame operational risk events within specific categories, that will allow to establish the most efficient methods of controlling and reducing

potential effects. The functional departments within S.I.F. Oltenia S.A. are responsible for the preliminary analysis of the operational risks arising in their area of activity.

S.I.F. Oltenia S.A. uses self-assessment as a tool to analyse and manage operational risk.

The credit risk is the risk that S.I.F. Oltenia S.A. has losses as a result of the insolvency of its debtors. Credit risk expresses the possibility that debtors or issuers of financial instruments may not meet their obligations at maturity due to a deterioration in the financial situation of the borrower and the insolvency or the general economic situation. Credit risk arises in relation to any type of claim.

The main credit risk elements identified which may significantly influence the activity of S.I.F. Oltenia S.A. are as follows:

- the risk of non-collection of dividends from portfolio companies;
- the risk of non-collection of the contract value in the case of the activity of the sale of shares in closed-ended companies under a sales contract;
- the risk that, in the event of the liquidation of a portfolio undertaking, the value obtained will be less than the value of the initial investment, or nothing will be recovered;
- settlement risk in the case of transactions in shares issued by listed companies;
- concentration risk.

The significant risk management strategy takes into account the process of analysing and determining the risk profile that S.I.F. Oltenia S.A. considers acceptable in order to optimize the risk-to-profit ratio and correlate the capital requirements on different business lines. The risk management policies that are implemented at the level of S.I.F. Oltenia S.A. comprise all the procedures required for S.I.F. Oltenia S.A. to assess the exposure to the main relevant risk categories, which may have a significant impact on the stability and performance of S.I.F. Oltenia S.A..

S.I.F. Oltenia S.A. has assumed a medium risk appetite, and has continuously sought to address all specific risks at the medium level.

SECTION III: KEY INFORMATION ON THE SECURITIES

Name of the securities:	SIF5 shares — ISIN: ROSIFEACNOR4
Issuer	Societatea de Investiții Financiare Oltenia S.A.
LEI Code	254900VTOM8GL8TVH59
Registered head office of the issuer:	1 Tufanele street, Craiova, zip code 200767, phone: (+4)0251.41.93.98, 0251-41.93.97, fax (+4)0251.41.93.40, website: www.sifolt.ro, e-mail: public@sifolt.ro
Total number of issued shares:	522,149,143 (at the time of drawing up the simplified prospectus)
Total no. of shares in circulation:	500,000,000 (at the time of drawing up the simplified prospectus)
Nominal value	0.1 RON/share
The type of shares	ordinary, nominative, of equal value, issued in a dematerialized form, fully paid when subscribed, registered to the account and granting equal rights to their holders, except for the limitations in the legal provisions and regulations; indivisible, the issuer recognizes a single representative for the exercise of the rights resulting from a share; each share shall give the right to a vote

The company may redeem its own shares, under the conditions laid down in Law no. 31/1990 R, the applicable regulations of the Financial Supervisory Authority and any other applicable legal regulations. The holder of one or more shares shall be entitled to dividends granted from the company's profits, to participate in making decisions, through the general meeting of shareholders, and to a share in the amounts resulting from any liquidation of the company, in direct proportion to the number of held shares.

Restrictions on free transferability: there are no restrictions on the free transferability of shares in circulation. Shares shall be freely negotiable and transferable.

The dividend policy: S.I.F. Oltenia S.A. does not have a formal dividend policy, but it pursues both meeting the investors' short-term interests, and medium- and long-term institutional development, so that part of the net profit is allocated to reserves in order to create the necessary sources for the investment activity. The dividend pay-out ratio and the amount of the dividend per share are subject to the approval of the ordinary general shareholder meeting and are based on maintaining a balance between the interests of investors in the short term and the need for financial resources for the development of S.I.F. Oltenia S.A. in the medium and long run. Within the ordinary general shareholder meetings whose agenda includes the approval of the allocation of net profits, with the value of the dividend per share, the methods of distribution of such profits to the shareholders of S.I.F. Oltenia S.A. are also submitted for approval.

Where are the securities traded?

SIF5 shares are traded, with effect from 1 November 1999, on the Romanian regulated market, i.e. the Bucharest stock Exchange, Premium Category (SIF5 stock market symbol, ISIN code: ROSIFEACNOR4).

Securities guarantees

Not applicable.

What are the main securities-specific risks?

Any investment in securities presents a risk. Before deciding on the investment in shares in S.I.F. Oltenia S.A., investors should carefully analyse the information contained in this simplified prospectus and the risk factors set out below (*without limitation*):

a) country risk, which is the possibility of loss occurring with political or economic instability and which has a negative impact on the capital market;

b) the sectoral risk arising from the investment in companies belonging to the same business line or depending on a single branch. In the event of economic instability related to that sector, all these companies will be negatively affected and possibly also the value of the shares of S.I.F. Oltenia S.A.

c) issuer risk arising from past and current performance of the issuer. One way of reducing this type of risk is to diversify the investment portfolio.

d) liquidity risk, arising from the reduced ability to recover capital in a timely manner due to the small number of transactions or the small volume of trading on the markets where the assets in the company's portfolio are traded;

e) the shares of S.I.F. the risk of suspension of the shares of S.I.F. Oltenia S.A. from trading, which results in decisions of the Financial Supervisory Authority or the market operator taken with the aim of protecting investors' interests and maintaining an orderly market.

f) the risk of implementing the strategy of S.I.F. Oltenia S.A. as regards the companies in the portfolio, which occurs in the case of the companies in the portfolio where S.I.F. Oltenia S.A. has no control position; the implementation of its own strategy to improve the transparency and activity of those companies does not depend exclusively on the will of S.I.F. Oltenia S.A.

SECTION IV: KEY INFORMATION CONCERNING THE PUBLIC OFFER OF SECURITIES AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET**a. What are the conditions and timing for investing in this security?**

The shares issued by S.I.F. Oltenia S.A. (stock market symbol SIF5) have been traded on the regulated market organized by the Bucharest Stock Exchange since 1 November 1999. SIF5 shares are traded on the main segment, in the Premium category, according to market operator regulations and capital market legislation. There are no requests to start procedures for admission to trading on other markets.

b. Why was this prospectus drawn up?

This prospectus has been drawn up and approved for the purpose of authorization by the Financial Supervisory Authority of S.I.F. Oltenia S.A. as a closed-ended, diversified and self-managed alternative investment fund for retail investors (AIFRI). This document has been drawn up in accordance with the provisions of Law no. 243/2019 on the regulation of alternative investment funds and amending and supplementing certain regulatory acts, of Article 14 of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, Commission Delegated Regulation (EU) 2019/979 and Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 and FSA Regulation no. 7/2020 on the authorization and operation of alternative investment funds for the purpose of updating the establishment and operating documents of the Societatea de Investitii Financiare (S.I.F.) Oltenia S.A.

S.I.F. Oltenia S.A. applies policies and procedures in the field of conflict of interest management, which aim to avoid conflict of interest by implementing appropriate measures in relation to the nature, scale and complexity of the activities performed.



S.I.F. OLTENIA S.A.
Administrator de Fonduri de Investiții Alternative (A.F.I.A.)

**THE CLOSED-ENDED, DIVERSIFIED AND SELF-MANAGED
ALTERNATIVE INVESTMENT FUND**

S.I.F. OLTENIA S.A.

**REGISTRATION DOCUMENT
FOR THE SHARES ISSUED BY S.I.F. OLTENIA S.A.**

This document consists of two parts:

- **Part 1, drawn up in accordance with Annex no. 3** — the registration document for secondary issuances of securities of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2014;

- **Part 2, drawn up in accordance with Annex no. 4** — the registration document for secondary issuances of equity securities of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004.

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“The registration document for the shares of S.I.F. Oltenia S.A.” is a component of the simplified prospectus has been drawn up in accordance with the provisions of Law no. 243/2019 *on the regulation of alternative investment funds and amending and supplementing certain regulatory acts*, of Article 14 of Regulation (EU) 2017/1129 *on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC*, Commission Delegated Regulation (EU) 2019/979 and Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 and FSA Regulation no. 7/2020 on the authorization and operation of alternative investment funds for the purpose of updating the establishment and operating documents of the Societatea de Investiții Financiare (S.I.F.) Oltenia S.A. (“S.I.F. Oltenia S.A.”), so that it is classified as a closed-ended, diversified and self-managed Alternative Investment Fund (AIF) for retail investors.

REGISTRATION DOCUMENT — PART 1

SECTION 1 – RESPONSIBLE PERSONS, THIRD PARTY INFORMATION, EXPERT REPORTS AND COMPETENT AUTHORITY APPROVAL

Point 1.1

S.I.F. Oltenia S.A. is established as a legal person governed by private law, of Romanian nationality, organized as a public limited company under Law no. 31/1990 on companies, being registered at the Trade Register Office of the Dolj Court under number J16/1210/30.04.1993, with the company registration code RO 4175676.

S.I.F. Oltenia S.A. is authorized by the Financial Supervisory Authority as an Alternative Investment Fund Manager (AIFM) under Law no. 74/2015 by means of authorization no. 45 of 15.02.2018, being registered in the public register of FSA under the AIFM no. PJR07.1AFIAA.160004 of 15.02.2018.

Based on the provisions of Law no. 243/2019 on the regulation of alternative investment funds and for the amendment and completion of some regulatory documents, S.I.F. Oltenia S.A is classified as a closed-ended, diversified and self-managed alternative investment fund for retail investors (AIFRI).

The responsibility for the information contained in the registration document lies with S.I.F. Oltenia S.A., through its representatives in the management structures, composed of:

- **the Board of Directors:** Sorin-Iulian CIOACA – President of the Board of Directors, Mihai TRIFU – Vice-President of the Board of Directors, Adrian ANDRICI – non-executive Member, Codrin MATEI – non-executive Member;

- **Upper management:** Sorin-Iulian CIOACĂ – General Manager, Mihai TRIFU – Deputy General Manager.

Point 1.2

The responsible persons referred to in point 1.1. declare that the information included in the registration document is, to the best of their knowledge, in accordance with the facts and that the document as a whole does not contain any omissions liable to affect its significance.

Points 1.3 to 1.4

Not applicable

Point 1.5

The responsible persons referred to under point 1.1. declare that:

(a) The registration document has been approved by the Financial Supervisory Authority as competent authority under Regulation (EU) 2017/1129;

(b) The Financial Supervisory Authority shall only approve this registration document in terms of meeting the standards on completeness, comprehensibility and consistency required by Regulation (EU) 2017/1129;

(c) Such approval is not considered to be an approval of the issuer S.I.F. Oltenia S.A., which is the subject of this registration document;

(d) The registration document has been drawn up as part of a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129.

SECTION 2 — STATUTORY AUDITORS

Point 2.1

The financial auditor for 2017-2019 is **JPA AUDIT & CONSULTANTA S.R.L.**, based in Bucharest, 5 Mircea Voda street, 3rd floor, 030663, district 3, Romania. The audit partner signing the opinion is Florin TOMA (No. In the ASPAAS public electronic register: AF1747/03.09.2020).

SECTION 3 — RISK FACTORS

Point 3.1

Market risk is the current or future risk of adverse outcome on profits, caused by fluctuations in the market prices of equity securities - in terms of activities belonging to the trading portfolio - as well as interest rate and exchange rate fluctuations for the entire activity of the Company. The company monitors market risk with the objective of optimizing profitability in relation to the associated risk in accordance with approved policies and procedures. From the point of view of S.I.F. Oltenia S.A., the relevant market risks are: price risk (position risk), foreign exchange risk, interest rate risk. **The position risk** is caused by market price volatility, such as fluctuations in the market in financial instruments, as a result of changes in market prices, either caused by factors affecting all instruments traded on the market or by factors specific to individual instruments or their issuer. S.I.F. Oltenia S.A. monitors both the systemic component (general risk determined by macro-factors) and the specific risk arising from the issuers' own activity, so that when price risks are not consistent with internal policies and procedures, it will act accordingly by rebalancing the asset portfolio. **The interest rate risk** is the current or future risk of loss of profits and capital due to adverse changes in interest rates. The interest rate directly influences the income and expenditure attached to the financial assets and liabilities bearing variable interest rates. **Foreign exchange risk** is the risk that the value of a financial instrument will be affected as a result of fluctuations in foreign exchange rates. This risk takes into account all positions held by S.I.F. Oltenia S.A. in foreign currency deposits, financial instruments denominated in foreign currency, irrespective of the holding period or the level of liquidity recorded by those positions. The company does not use derivative financial instruments to protect itself against interest rate fluctuations. The company is continuously seeking to minimize possible adverse effects associated with market risk through an active policy of prudential diversification of the portfolio of financial assets under management.

The liquidity risk is the risk of profit impairment due to operations associated with financial instruments that are not liquid (which could lead to difficulties in buying or selling these financial instruments within a reasonable time with a minimum loss) and the possible risk that S.I.F. Oltenia S.A. cannot fulfill its short-term financial obligations. S.I.F. Oltenia S.A. constantly monitors the maintenance of a liquidity level appropriate to its underlying obligations, based on an assessment of the relative liquidity of assets on the market, taking into account the time required for liquidation and the price or value at which those assets can be liquidated, and their sensitivity to market risks or other external factors. The company shall systematically monitor the liquidity profile of the asset portfolio taking into account the contribution of each asset on liquidity and the significant, contingent or other kind of liabilities that the company may have in relation to its underlying obligations.

In assessing the level of liquidity of a financial instrument in the portfolio of S.I.F. Oltenia S.A., the following factors are considered, *inter alia*: the size of the financial instrument position in relation to its liquidity and the depth of the market recorded at the trading venue where it is listed/relevant, the time period during which the position in the financial instrument is intended to be closed, in relation to the average liquidity of that financial instrument (over a period of time), and the possibility that the portfolio of financial instruments may be restructured/negative effects offset over an optimal time horizon, in the event of accelerated depreciation of stock indices having an impact on the portfolio value.

Operational risk refers to losses resulting from acts undertaken (or negligence) in the pursuit of business activities. Operational risk is also assimilated to legal risk. With a view to assessing the level of operational risk to which it is exposed, S.I.F. Oltenia S.A. acts to identify and frame operational risk events within specific categories, that will allow to establish the most efficient methods of controlling and reducing potential effects. The functional departments within S.I.F. Oltenia S.A. are responsible for the preliminary analysis of the operational risks arising in their area of activity.

S.I.F. Oltenia S.A. uses self-assessment as a tool to analyse and manage operational risk.

The credit risk is the risk that S.I.F. Oltenia S.A. has losses as a result of the insolvency of its

debtors. Credit risk expresses the possibility that debtors or issuers of financial instruments may not meet their obligations at maturity due to a deterioration in the financial situation of the borrower and the insolvency or the general economic situation. Credit risk arises in relation to any type of claim.

The main credit risk elements identified, which may significantly influence the activity of S.I.F. Oltenia S.A. are as follows:

- the risk of non-collection of dividends from portfolio companies;
- the risk of non-collection of the contract value in the case of the activity of the sale of shares in closed-ended companies under a sales contract;
- the risk that, in the event of the liquidation of a portfolio undertaking, the value obtained will be less than the value of the initial investment, or nothing will be recovered;
- settlement risk in the case of transactions in shares issued by listed companies;
- concentration risk.

The significant risk management strategy takes into account the process of analysing and determining the risk profile that S.I.F. Oltenia S.A. considers acceptable in order to optimize the risk-to-profit ratio and correlate the capital requirements on different business lines. The risk management policies that are implemented at the level of S.I.F. Oltenia S.A. comprise all the procedures required for S.I.F. Oltenia S.A. to assess the exposure to the main relevant risk categories, which may have a significant impact on the stability and performance of S.I.F. Oltenia S.A..

S.I.F. Oltenia S.A. has assumed a medium risk appetite, and has continuously sought to address all specific risks at the medium level.

SECTION 4 – INFORMATION ON THE ISSUER

Point 4.1

Legal name of issuer: Societatea de Investiții Financiare Oltenia S.A.

Commercial name: S.I.F. Oltenia S.A.

Point 4.2

Registered office: 1 Tufanele street, Craiova, zip code 200767, phone: (+4)0251.41.93.98, 0251-41.93.97, fax (+4)0251.41.93.40, website: www.sifolt.ro, e-mail: public@sifolt.ro

LEI Code: 254900VTOM8GL8TVH59

S.I.F. Oltenia S.A. is established as a legal person governed by private law, of Romanian nationality, organized as a public limited company under Law no. 31/1990 on companies, being registered at the Trade Register Office of the Dolj Court under number J16/1210/30.04.1993, with the company registration code RO 4175676.

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Based on the provisions of Law no. 243/2019 on the regulation of alternative investment funds and for the amendment and completion of some regulatory documents, S.I.F. Oltenia S.A is classified as a closed-ended, diversified and self-managed alternative investment fund for retail investors (AIFRI).

The persons referred to in point 1.1 declare that the information on the website www.sifolt.ro is not part of the prospectus, unless such information is included by reference in the prospectus.

SECTION 5 – GENERAL PRESENTATION OF ACTIVITIES

Not applicable

SECTION 6 – INFORMATION ON TRENDS

Not applicable

SECTION 7 – PROFIT FORECASTS OR ESTIMATES

Point 7.1

The forecasts of S.I.F. Oltenia S.A. regarding the level of profit expected to be recorded during a financial year is presented in a transparent and non-discriminatory manner to all shareholders of S.I.F. Oltenia S.A., at the general shareholder meeting whose agenda includes the discussion of the financial statements and the draft revenue and expenditure budget. The latest profit estimates for 2020 were submitted to shareholders at the general shareholder meeting on 24 February 2021, and the results of the forecasts made by the management at the general meeting of shareholders on 28 April 2020 were practically resumed (*estimates taking into account the expected impact of the financial turbulence induced by COVID-19 in early 2020 and the latest available public information at that time*). At the general shareholder meeting of 24 February 2021, the shareholders of S.I.F. Oltenia S.A. took note of the revenue and expenditure budget for 2020.

However, the assumptions and forecasts used in the construction of the revenue and expenditure budget for a given financial year, to be submitted to the approval of the general shareholder meeting of S.I.F. Oltenia S.A., are constantly in close monitoring, analysis and concern of the management of the company, in order to take into account the most recent macroeconomic developments and the most up-to-date estimates of the impact of exogenous and endogenous factors of S.I.F. Oltenia S.A.

Point 7.2

The net profit included in the revenue and expenditure budget, which is subject to the approval of the general shareholder meeting of S.I.F. Oltenia S.A., is formed on the basis of the characteristics of the company's portfolio, being determined according to the accounting policies approved and applied by S.I.F. Oltenia S.A. in preparing the annual.interim financial statements.

SECTION 8 - ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND UPPER MANAGEMENT

Point 8.1

S.I.F. Oltenia S.A. is managed by a Board of Directors, made up of five members, elected by the ordinary general shareholder meeting and authorized by the Financial Supervisory Authority, which is responsible for the strategic management of the company, by approving the principal directions of activity and development, including the company's investment strategy.

At the time of development of investment of the prospectus, the composition of the Board of Directors (*authorized by the FSA in December 2020*) is as follows:

- Sorin - Iulian Cioaca – President of the Board of Directors; Address: Romania, Dolj County, Craiova, 1 Tufanele street, zip code 200767;
- Mihai Trifu - Vice-President of the Board of Directors; Address: Romania, Dolj County, Craiova, 1 Tufanele street, zip code 200767;
- Codrin Matei - independent non-executive member of the Board of Directors; Address: Romania, Dolj County, Craiova, 1 Tufanele street, zip code 200767;
- Adrian Andrici - independent non-executive member of the Board of Directors; Address: Romania, Dolj County, Craiova, 1 Tufanele street, zip code 200767.

A position of administrator is vacant at the time of drawing up this registration document within S.I.F. Oltenia S.A.

According to the Articles of association of S.I.F. Oltenia S.A., the board of directors delegated the management of the company to the upper management, made up of two directors, authorized by the Financial Supervision Authority. The members of the upper management are empowered to direct and coordinate the current activity of S.I.F. Oltenia S.A., having the power to represent the company.

The upper management of S.I.F. Oltenia S.A. is provided by:

- Sorin - Iulian Cioaca – General Manager; Address: Romania, Dolj County, Craiova, 1 Tufanele street, zip code 200767;

- Mihai Trifu - Deputy General Manager; Address: Romania, Dolj County, Craiova, 1 Tufanele street, zip code 200767.

There are no family relationships between the above mentioned persons.

The above persons declare that:

- there is no conviction on their behalf for fraud committed during at least the last five years;
- there is no bankruptcy, seizure, liquidation or judicial administration for at least the last five years on their behalf;
- there is no official public criminalization and/or sanction imposed on them by statutory or regulatory authorities (including professional bodies);
- there shall be no document issued on their behalf by a court preventing them from acting as a member of an issuer's administrative, management or supervisory body or from interfering in the management or conduct of an issuer's affairs during at least the preceding five years.

Additionally to the functions held at S.I.F. Oltenia S.A.:

- Sorin-Iulian Cioaca holds the position of non-executive administrator (*from December 2020 onwards*) of SIF1 IMGB SA;
- Mihai Trifu held the office of administrator (*September 2019-November 2020*) at ARYA CONSULTING SRL;
- Adrian Andrici holds an executive position as administrator of PRO REAL ESTATE DEVELOPMENT SRL (*from 2006 onwards*) and a non-executive member on the Board of Directors of SC ALTUR SA Slatina (*from 2020 onwards*). In the last 5 years, Adrian Andrici held non-executive functions of administrator at RADAUTI SA FURNITURE (*2019 – 2020*), EXTRA LAND SRL (*2012 – 2017*), RADIO CITY FM SRL (*2010 – 2011*) and COMINCO SA (*2009 – 2013, and during 2012-2013 he held the position of vice president*), as well as a member of the Board of Representatives of SIF Muntenia SA (*2005-2014*).
- Codrin Matei holds the executive position of administrator of CROSSPOINT FINANCE SRL (*from December 2004 onwards*), as well as the position of non-executive director of CROSSPOINT REAL ESTATE SA (*from November 2016 onwards*). In the last 5 years he has also held non-executive positions as a project manager at HTI Valori Mobiliare SA (*May 2009 – November 2010*), member of the GLOBAL ADVISORY BOARD (*March 2015 – August 2017*), as well as administrator at BLACKWATER CAPITAL SRL (*November 2013 - March 2017*) and CAPITAL ACQUISITIONS SRL (*December 2006 - August 2017*).

Point 8.2

S.I.F. Oltenia S.A. Applies internal rules and procedures which aim to avoid conflict of interest by implementing appropriate mechanisms which take into account to the nature, scale and complexity of the activities performed. The internal policies, rules and procedures implemented by S.I.F. Oltenia S.A. create the conditions for the independent exercise of functional tasks by the relevant persons involved in activities that may involve the potential risk of conflict of interest. Also, the members of the Board of Directors and the directors of the company and the persons who replace them, cannot be members on the board of directors/supervisory board or directors/members of the directorate of another alternative investment fund manager/investment management company/investment company or of a credit institution acting as a depositary for S.I.F. Oltenia S.A. At the same time, the members of the Board of Directors cannot be members of the board of directors/supervisory board of a financial investment services company with which S.I.F. Oltenia S.A. has entered a brokerage contract and cannot be employed or have any contractual relationship with another investment management company or investment company other than entities belonging to the same group. The directors of S.I.F. Oltenia S.A. and the persons replacing them cannot be members of the board of directors/supervisory board or members of the management of a financial investment services company with which S.I.F. Oltenia S.A. has entered a brokerage contract and cannot be employed or have any contractual relationship with another investment management company or investment company other than entities belonging to the same group.

The internal policies, rules and procedures to be followed within S.I.F. Oltenia S.A. refer mainly to:

- the identification of the situations in which the activity carried out by the structures of the S.I.F. Oltenia S.A. could generate conflicts of interest that would lead or not lead to potential risk of damage to the interests of S.I.F. Oltenia S.A. or investors/potential investors;

- measures to ensure that the relevant persons involved in different activities in which conflicts of interest might arise carry out these activities independently;
- the procedures to be followed and the measures to be taken to prevent, manage and monitor such conflicts.

In the activities developed within the company, the persons involved in decision-making at the level of the management and execution structures and the performance of the duties assigned to each person are forbidden to act in such a way as to create conflicts of interest that would prejudice the activity and image of the company.

Where conflicts of interest arise, they must be managed and disclosed. The policy of the Board of Directors and of the upper management regarding the existence of a possible conflict of interest is not to give effect to requests for the conclusion of transactions involving a competitive, commercial, professional or personal interest, which is or could be in conflict with duties toward society.

There is no potential conflict of interest between any obligation performed on behalf of the issuer by members of the Board of Directors and the upper management and their private interests or other obligations.

There is no agreement or convention with the main shareholders, customers, suppliers or other persons by virtue of which the persons on the Board of Directors and the upper management have been elected as members of that structure.

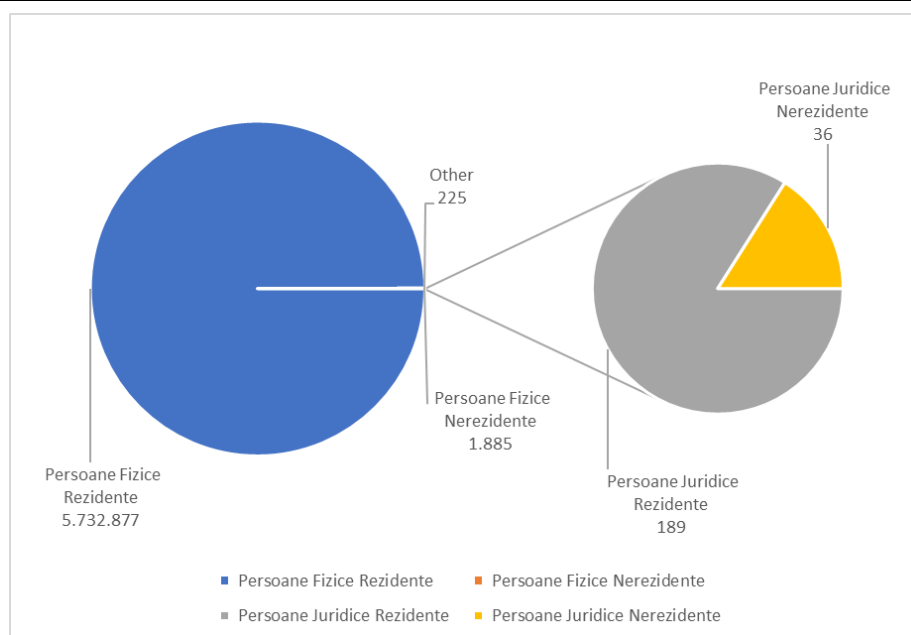
There is no restriction accepted by the members of the Board of Directors and the upper management on the divestment, within a certain period of time, of their shareholdings in the issuer's share capital.

SECTION 9 – MAIN SHAREHOLDERS

Point 9.1

On 31.12.2020, the shareholding structure of S.I.F. Oltenia S.A. is as follows:

Shareholders	Number of persons	No. of held shares
Resident natural entities	5,732,877	226,484,341
Non-resident natural entities	1,885	2,194,251
Resident legal entities	189	225,290,250
Non-resident legal entities	36	68,180,301



As of 31.12.2020, the 10 largest shareholders of S.I.F. Oltenia S.A. held, together, 38.804% of the share capital of the issuer. In terms of the structure of the 10 largest shareholders of S.I.F. Oltenia

S.A., on the same date, 8 entities are registered in Romania, and 2 are foreign entities. The number of shareholders holding more than 5 % of the capital of S.I.F. Oltenia S.A. is equal to 3, i.e. FIA Certinvest Actiuni (which held 5.50% of the share capital), FII Optim Invest (which held 5.45% of the share capital) and FII Active Plus (which held 5.18% of the share capital), entities regulated and authorized to operate on the Romanian capital market.

Point 9.2

The shares issued by S.I.F. Oltenia S.A. are ordinary, registered shares of equal value, issued in dematerialized form, paid in full at the time of subscription, shown by book entry. The shares of S.I.F. Oltenia S.A. grant equal rights to their holders, except for the limitations in the regulations and legal provisions. The shares of S.I.F. Oltenia S.A. are indivisible, and the issuer recognizes a single representative for the exercise of rights resulting from a share, and each share gives the right to one vote.

Point 9.3

S.I.F. Oltenia S.A. has no majority shareholders or shareholders that directly or indirectly control S.I.F. Oltenia S.A.

Point 9.4

S.I.F. Oltenia S.A. is not aware of any agreements whose enforcement could lead to a change of control over the issuer at a later date.

SECTION 10 — AFFILIATED PARTY TRANSACTIONS

Point 10.1

Affiliated party transactions are publicly disseminated, pursuant to Article 92³ of the Act on issuers of financial instruments and market operations, through the reports submitted to the Bucharest Stock Exchange and to the Financial Supervisory Authority.

In the annual financial statements prepared in accordance with the International Financial Reporting Standards (IAS 24), the affiliated parties of S.I.F. Oltenia S.A. shall comprise: (1) key management personnel; (2) subsidiaries (holding more than 50% of the share capital or ownership, directly or indirectly); (3) associated entities (holding more than 20% of the share capital or significant influence).

The detailed statement of these transactions is given in Note 33 to the issuer's consolidated annual financial statements for each year of the period 2017-2019.

During 2017-2020, the transactions of S.I.F. Oltenia S.A. with its affiliated entities were dividends received from its holdings in affiliated entities, which were removed from the consolidated financial statements.

Affiliated entities - legal persons

Company name	Percentage held as of 30 June 2020 - % -	Percentage held as of 31 December 2019 - % -	Percentage held as of 31 December 2018 - % -	Percentage held as of 31 December 2017 - % -
COMPLEX HOTELIER DAMBOVITA S.A. Târgoviște	99.94	99.94	99.94	99.94
VOLTALIM S.A. Craiova	99.19	99.19	99.19	99.19
MERCUR S.A. Craiova	97.86	97.86	97.86	97.86
GEMINA TOUR S.A. Rm. Vâlcea	88.29	88.29	88.29	88.29
ARGUS S.A. Constanța	86.42	86.42	86.42	86.34

FLAROS S.A. București	81.07	81.07	81.07	81.04
CONSTRUCȚII FERROVIARE S.A. Craiova	77.50	77.50	77.50	77.50
UNIVERS S.A. Rm. Vâlcea	73.75	73.75	73.75	73.75
PROVITAS S.A București	70.28	70.28	70.28	70.28
TURISM PUCIOASA S.A. Dâmbovița	69.22	69.22	69.22	69.22
LACTATE NATURA S.A. Târgoviște	55.07	-	-	-
ALIMENTARA S.A. Slatina	52.24	52.24	52.24	52.24

In absolute amounts, dividends related to holdings by S.I.F. Oltenia S.A. in affiliated entities are as follows:

- in 2017 – 2,806,063.67 RON, dividends for 2016 collected in 2017;
- in 2018 – 2,991,676.06 RON, dividends for 2017 collected in 2018;
- in 2019 – 3,483,691.62 RON, dividends for 2018 collected in 2019;
- as of 30.06.2020 – 6,956,632.11 RON, dividends for 2019 collected in 2020.

The number of issuers in which S.I.F. Oltenia S.A. has holdings over 50 % increased in February 2020, as a result of the company's participation in the share capital increase of LACTATE NATURE SA (from 40.3798 % to 31.01.2020 to 55.0710 % to 29.02.2020). The participation of S.I.F. Oltenia S.A. in this share capital increase was carried out by exercising the right of preference, according to the decision of the Board of Directors of S.I.F. Oltenia S.A. nr. 12/08.10.2019, with cash contribution, by subscription and payment on 25.11.2019 of 807,595 new shares, worth 2,018,987.50 RON.

Affiliated parties - natural persons

The company has no contracted obligations regarding the payment of pensions to the former members of the Board of Directors and therefore has no commitments of this nature. The share capital consists of ordinary shares, indivisible, registered, of equal value, issued in dematerialized form and grants equal rights to their holders. Provisions The company is not engaged in any other system of post-retirement benefits. The amount recognized as a provision is the best estimate of the expenses necessary to settle the current obligation at the end of the reporting period.

The company has not granted loans or advances (*except for advances for travel in the interest of the service, justified in legal terms*) to the members of the Board of Directors and the management and has not recorded commitments of this nature,

The Company has not received and has not given guarantees to any affiliated party.

SECTION 11 - FINANCIAL INFORMATION ON THE ASSETS AND LIABILITIES, THE FINANCIAL POSITION AND THE PROFITS AND LOSSES OF THE ISSUER

Point 11.1

The following financial statements show the results and financial position of S.I.F. Oltenia S.A. as of 30.06/2020 and 31/12.2019, prepared in accordance with the provisions of Rule no. 39/2015 for the approval of Accounting Regulations compliant with International Standards of Financial Reporting, applicable to authorized entities, settled and supervised by the Financial Supervision Authority from the Sector of Financial Instruments and Investments.

This data, together with the notes to the financial statements, can be found in full on the website of S.I.F. Oltenia S.A., available at <https://www.sifolt.ro.ro/raportari>. The company prepares annual individual and consolidated financial statements and half-yearly consolidated interim financial statements which are transmitted to the F.S.A. and published on the website of the B.V.B. operator.

The annual and half-yearly financial reports shall be published on the website: <http://www.sifolt.ro>, under Investors info/Reports/Periodical reports in Romanian and English and remain available to investors for a period of at least 10 years.

The individual and consolidated annual financial statements are audited, and individual and half-yearly consolidated financial statements are not audited. The data submitted in this section are taken from the financial reports published by S.I.F. Oltenia S.A. according to legal provisions relevant in the stock exchange domain (which are available on the company's website referred to in the previous paragraph).

The interim consolidated statement of profit or loss and of other elements of the comprehensive income as of 30 June 2020

<i>In RON</i>	Note	30 June 2020	30 June 2019
Incomes			
Gross incomes from dividends	7	30,767,103	122,075,409
Incomes from interests	8	224,654	383,912
Other operating income	9	89,885,909	123,873,865
Net profit from exchange rate differences	10	509,677	6,544,661
Profit from the assessment of financial assets at fair value through the profit or loss statement		(338,844)	520,468
Gain from the sale of financial assets measured at fair value through profit or loss	11	-	-
Expenses			
Fees and management and supervision taxes	12	(1,374,906)	(1,331,958)
Incomes from restatement of provisions		408,209	437,129
Other operational expenses	13	(89,609,340)	(123,209,089)
Profit before taxation		30,472,462	129,294,397
Profit tax	14	(1,644,363)	(7,420,684)
Net profit of the reporting period		28,828,099	121,873,713
Other elements of the comprehensive income			
Earnings related to the transfer of financial assets assessed at fair value through other elements of the comprehensive income, net of tax recognized in the result carried forward		23,214,575	2,284,711
Reserve variation from the reassessment of the tangible assets, net of deferred tax		-	-
Net variation of the fair value of financial assets assessed through other elements of the comprehensive income		(303,933,236)	228,597,269
Fair value reserve of the financial assets assessed through other elements of the comprehensive income delivered, transferred into the result carried forward, net of tax		(22,500,514)	(2,019,153)
Total other elements of the comprehensive income		(303,219,175)	228,862,827
Total comprehensive income for the period		(274,391,076)	350,736,540
Afferent net profit			
Company shareholders		27,684,030	120,458,645
Minority interest		1,144,069	1,415,068
		28,828,099	121,873,713
Afferent comprehensive result			
Company shareholders		(273,233,698)	348,021,660
Minority interest		(1,157,378)	2,714,880
		(274,391,076)	350,736,540
Result per share	29		
Basic		0.0477	0.2076
Diluted		0.0477	0.2076

Consolidated statement of profit or loss and of other elements of the comprehensive income as of 31 December 2019

<i>In RON</i>	Note	31 December 2019	31 December 2018
Incomes			
Gross incomes from dividends	7	126,149,125	90,836,800
Incomes from interests	8	1,171,085	498,711
Other operating income	9	256,308,205	237,432,663
Net profit from exchange rate differences	10	6,532,436	(963,651)
Profit from the assessment of financial assets at fair value through the profit or loss statement		818,856	(56,554)
Gain from the sale of financial assets measured at fair value through profit or loss	11	113,280	(106,487)
Expenses			
Fees and management and supervision taxes	12	(3,429,087)	(2,725,639)
Revenues from reversal of provisions for risks and expenses		5,952,413	5,748,502
Other operational expenses	13	(243,208,414)	(231,532,281)
Profit before taxation		150,407,899	99,132,064
Profit tax	14	(10,415,291)	(5,909,411)
Net profit of the financial year		139,992,608	93,222,653
Other elements of the comprehensive income			
Earnings related to the transfer of financial assets assessed at fair value through other elements of the comprehensive income, net of tax recognized in the result carried forward		11,499,712	506,981,965
Reserve variation from the reassessment of the tangible assets, net of deferred tax		(1,350,479)	956,327
Net variation of the fair value of financial assets assessed through other elements of the comprehensive income		441,835,273	91,880,452
Fair value reserve of the financial assets assessed through other elements of the comprehensive income delivered, transferred into the result carried forward, net of tax		(12,358,957)	(509,796,031)
Total other elements of the comprehensive income		439,625,549	90,022,713
Total comprehensive income for the period		579,618,157	183,245,366
Afferent net profit			
Company shareholders		136,208,377	92,712,041
Minority interest		3,784,231	510,612
		139,992,608	93,222,653
Afferent comprehensive result			
Company shareholders		572,812,306	184,073,891
Minority interest		6,805,851	(828,525)
		579,618,157	183,245,366
Result per share	29		
Basic		0.2348	0.1598
Diluted		0.2348	0.1598

The interim consolidated statement of the financial position as of 30 June 2020

<i>In RON</i>	Note	30 June 2020	31 December 2019
Assets			
Cash and cash equivalents	15	45,731,325	25,947,876
Deposits placed in banks	16	24,909,740	66,514,757
Financial assets assessed at fair value through other elements of the comprehensive income	17	1,592,954,609	1,996,294,969
Financial assets assessed at fair value through the profit or loss account	17	3,212,952	3,551,796
Loans and receivables	18	33,108,099	54,330,940
Tangible assets	19	80,624,392	80,341,127
Real estate investments	20	100,005,701	100,005,701
Other assets	21	76,810,149	110,647,662
Total assets		1,957,356,967	2,437,634,828
Liabilities			
Payable dividends	22	99,523,823	47,241,982
Taxes and fees	23	2,349,849	5,622,224
Deferred tax payables	24	61,784,712	122,949,578
Other payables	25	53,196,473	86,591,694
Total payables		216,854,857	262,405,478
Equity			
Registered capital	26	58,016,571	58,016,571
Share capital adjustment		103,847,238	103,847,238
Other elements of equity		286,084,609	610,422,270
Reserves from revaluation of tangible assets		38,403,105	38,691,915
Legal and statutory reserves		28,749,593	28,599,049
Other reserves	27	821,411,226	748,126,025
Own shares		(5,801,657)	(1,962,259)
Other losses related to equity instruments		(151,516,463)	(47,946,784)
Carried result representing non-allocated profit or non-covered loss		(18,880,202)	(23,493,421)
The result carried forward as a result of the application of IAS 29 on the share capital and reserves		(158,148,438)	(158,148,438)
The result carried forward as a result of the application of IAS without IAS 29		677,337,680	647,092,095
Current profit		27,684,030	136,208,377
Total equity attributable to the main company		1,707,187,292	2,139,452,638
Minority interest			
of which:	28	33,314,818	35,776,712
Profit or loss of the financial year for non-controlling interests		1,144,069	3,784,231
Other equity		32,170,749	31,992,481
Total capital		1,740,502,110	2,175,229,350
Total payables and equity		1,957,356,967	2,437,634,828

Consolidated statement of the financial position as of 31 December 2019

<i>In RON</i>	Note	31 December 2019	31 December 2018
Assets			
Cash and cash equivalents	15	25,947,876	480,439,807
Deposits placed in banks	16	66,514,757	14,037,297
Financial assets assessed at fair value through other elements of the comprehensive income	17	1,996,294,969	1,183,214,785
Financial assets assessed at fair value through the profit or loss account	17	3,551,796	3,506,885
Loans and receivables	18	54,330,940	38,856,954
Tangible assets	19	80,341,127	87,216,858
Real estate investments	20	100,005,701	93,904,401
Other assets	21	110,647,662	157,037,888
Total assets		2,437,634,828	2,058,214,875
Liabilities			
Payable dividends	22	47,241,982	43,355,439
Taxes and fees	23	5,622,224	99,371,144
Deferred tax payables	24	122,949,578	43,682,766
Other payables	25	86,591,694	139,907,725
Total payables		262,405,478	326,317,074
Equity			
Registered capital	26	58,016,571	58,016,571
Share capital adjustment		103,847,238	103,847,238
Other elements of equity		610,422,270	185,042,195
Reserves from revaluation of tangible assets		38,691,915	39,055,057
Legal and statutory reserves		28,599,049	28,169,423
Other reserves	27	748,126,025	735,589,573
Own shares		(1,962,259)	-
Other losses related to equity instruments		(47,946,784)	-
Carried result representing non-allocated profit or non-covered loss		(23,493,421)	(17,634,138)
The result carried forward as a result of the application of IAS 29 on the share capital and reserves		(158,148,438)	(158,148,438)
The result carried forward as a result of the application of IAS without IAS 29		647,092,095	634,725,228
Current profit		136,208,377	92,712,041
Total equity attributable to the main company		2,139,452,638	1,701,374,750
Minority interest			
of which:	28	35,776,712	30,523,051
Profit or loss of the financial year for non-controlling interests		3,784,231	510,612
Other equity		31,992,481	30,012,439
Total capital		2,175,229,350	1,731,897,801
Total payables and equity		2,437,634,828	2,058,214,875

The interim consolidated statement of cash flows as of 30 June 2020

In RON		
Name of the element	Reporting period	
	30 June 2020	30 June 2019
A	1	2
Cash flows from operating activities		
Cash collection from customers, other cash collection	140,250,647	146,082,443
Cash collection from sales of financial investments (securities)	51,139,515	44,836,167
Payments for the purchase of shares	(6,373,887)	(363,619,325)
Payments to suppliers and employees, other payments	(91,617,989)	(66,243,434)
Payments to the state budget, social security budget and local budget	(12,485,507)	(13,091,130)
Received interests	253,600	343,078
Received dividends	31,751,800	111,469,353
Paid interests	(972,629)	(2,125,969)
Paid profit tax	(5,876,295)	(98,445,092)
Proceeds from insurance against earthquakes		
Net cash from operating activities	106,069,255	(240,793,909)
Cash flows from investment activities		
Payments for the purchase of tangible assets	(1,864,420)	(863,181)
Cash collection from sales of tangible assets	336,135	
Net cash from investment activities	(1,528,285)	(863,181)
Cash flows from financing activities:		
Cash collection from the issue of shares	-	-
Cash collection from short-term loans	30,300,000	181,215
Repayment of short-term loans	(54,081,744)	(65,182,000)
Cash collection from long-term loans	-	-
Repayments of long-term loans	(525,000)	(1,050,000)
Payment of debts for financial leasing	(313,088)	(14,595)
Advance amounts for redemptions of shares	(92,937,456)	(35,181,343)
Paid dividends	(7,842,809)	(60,391,265)
Down payments to the Central Deposit for dividend payment	(183,996)	(41,661)
Paid tax on dividends	(736,192)	(361,879)
Net cash from financing activities	(126,320,285)	(162,041,528)
Net increase of cash and cash equivalents	(21,779,315)	(403,698,618)
Cash and cash equivalents at the beginning of the financial year – 1 January	92,408,599	494,463,110
Cash and cash equivalents at the end of the reporting period – 30 June	70,629,284	90,764,492

The consolidated statement of cash flows as of 31 December 2019

In RON		
Name of the element	Reporting period	
	31 December 2019	31 December 2018
A	1	2
Cash flows from operating activities		
Cash collection from customers, other cash collection	280,581,486	263,975,372
Cash collection from sales of financial investments (securities)	84,383,329	672,770,987
Payments for the purchase of shares	(377,964,742)	(226,424,709)
Payments to suppliers and employees, other payments	(197,783,768)	(231,017,855)
Payments to the state budget, social security budget and local budget	(28,666,876)	(24,777,754)
Received interests	1,112,064	486,727
Received dividends	123,771,894	89,663,427
Paid interests	(3,716,173)	(3,694,210)
Paid profit tax	(102,479,729)	(8,103,337)
Proceeds from insurance against earthquakes		
Net cash from operating activities	(220,762,515)	532,878,648
Cash flows from investment activities		
Payments for the purchase of tangible assets	(2,615,085)	(4,011,226)
Cash collection from sales of tangible assets	225,131	633,844
Net cash from investment activities	(2,389,954)	(3,377,382)
Cash flows from financing activities:		
Cash collection from the issue of shares		
Cash collection from short-term loans	77,284,749	114,418,788
Repayment of short-term loans	(122,950,293)	(122,165,666)
Cash collection from long-term loans		
Repayments of long-term loans		
Payment of debts for financial leasing	(18,441)	(21,543)
Advance amounts for redemptions of shares	(66,856,382)	(14,716,940)
Paid dividends	(62,908,035)	(31,599,197)
Down payments to the Central Deposit for dividend payment	(1,262,328)	(2,742,448)
Paid tax on dividends	(2,191,312)	(1,099,370)
Net cash from financing activities	(178,902,042)	(57,926,376)
Net increase of cash and cash equivalents	(402,054,511)	471,574,890
Cash and cash equivalents at the beginning of the financial year – 1 January	494,463,110	22,888,220
Cash and cash equivalents at the end of the reporting period – 31 December	92,408,599	494,463,110

Point 11.2

The individual and consolidated financial statements on 31.12.2019 were audited by the financial auditor JPA AUDIT & CONSULTANTA SRL Bucharest, as the reports drawn up are available on www.sifolt.ro/ro/aga/2020/aga_aprilie/AGOA/bilant_ifrs_2019_jpa.pdf (for individual financial statements) and https://www.sifolt.ro/ro/aga/2020/aga_aprilie/AGOA/bilant_cons_2019_jpa.pdf (for consolidated financial statements).

Point 11.3

In the last 12 months, the court proceedings known to S.I.F. Oltenia S.A., in which the company is a party and which could have had an effect on its financial position or profitability, are those associated with the actions of certain shareholders of S.I.F. Oltenia S.A. to challenge decisions adopted at the ordinary general shareholder meetings held on 28.04.2020 and 12.10.2020. However, the management of S.I.F. Oltenia S.A. considers that the effects of these court proceedings were limited and are not expected to remain in the future, given that at the general shareholder meeting of S.I.F. Oltenia S.A. dated 24.02.2021, the individual and consolidated financial statements for 2019, the distribution of the net profit for the financial year 2019 and the distribution of dividends and other reserves (matters which were the subject of those legal proceedings) were validly approved.

Point 11.4

There were no significant changes in the financial position of S.I.F. Oltenia S.A., with the exception of the one induced on the fair value of the assets in its portfolio, on the background of the effects on the economy of the COVID-19 pandemic. The management of S.I.F. Oltenia S.A. carefully monitors the evolution of events and their impact on its own portfolio, working to identify the best measures to ensure the proper functioning of the company.

Point 11.5

Not applicable

Point 11.6

S.I.F. Oltenia S.A. does not have a formal dividend policy, but it pursues both meeting the investors' short-term interests, and medium- and long-term institutional development, so that part of the net profit is allocated to reserves in order to create the necessary sources for the investment activity. The dividend pay-out ratio and the amount of the dividend per share are subject to the approval of the ordinary general shareholder meeting and are based on maintaining a balance between the interests of investors in the short term and the need for financial resources for the development of S.I.F. Oltenia S.A. in the medium and long run. Within the ordinary general shareholder meetings whose agenda includes the approval of the allocation of net profits, with the value of the dividend per share, the methods of distribution of such profits to the shareholders of S.I.F. Oltenia S.A. Prior to the date of the dividend payment, S.I.F. Oltenia S.A. discloses a release including *The policy on the payment of dividends*, in accordance with the specific legislative provisions of this activity. This release details the means of payment for each type of shareholder entitled to receive the dividend, as well as the payment agent. In the light of the provisions of national tax law, the calculated tax shall be borne by the shareholder from the gross dividend amount. The fee for distribution through the paying agent shall be borne by the shareholder.

For the financial year 2019, the gross dividend value per share was 0.10 RON. The 2019 dividend payment will be resumed as from 22.03.2021, set as the date of the dividend payment, at the ordinary general meeting of shareholders of S.I.F. Oltenia S.A. as of 24.02.2021.

SECTION 12 – ADDITIONAL INFORMATION**Point 12.1**

At the time of drawing up this registration document, the registered capital of S.I.F. Oltenia S.A. is 52,214,914.3 RON, divided into 522,149,143 shares with a nominal value of 0.1 RON/share.

S.I.F. Oltenia S.A. did not issue convertible or exchangeable securities or securities accompanied by subscription vouchers. S.I.F. Oltenia S.A. is not subject to any acquisition rights and/or obligations related to authorized but not issued capital or any commitment to increase the share capital.

SECTION 13 — REGULATORY DISCLOSURES**Point 13.1**

Pursuant to Regulation (EU) no. 596/2014 and FSA Regulation no. 5/2018, during the last 12 months, from 01.01.2020 to 31.12.2020, S.I.F. Oltenia S.A. made the following information available to the public:

- a) Publication of the timeline of financial communication for the year 2020;
- b) Presentation of the unaudited preliminary financial results for the financial year ended on 31.12.2019;
- c) The organization of ordinary and extraordinary general shareholder meetings of S.I.F. Oltenia S.A. on 25.03.2020, 28.04.2020, 14.07.2020, 12.10.2020 and 29.10.2020;
- d) The proposal of allocation of the net profit for the financial year ended on 31.12.2019;
- e) The decisions of the ordinary and extraordinary general shareholder meetings of S.I.F. Oltenia S.A. on 25.03.2020, 28.04.2020, 14.07.2020, 12.10.2020 and 29.10.2020;
- f) Authorization by the Financial Supervisory Authority of amendments to the Company's articles of association (Authorization no. 155/26.08.2020);

- g) The development of the public offers for the purchase of shares issued by S.I.F. Oltenia S.A., approved according to the judgments of the extraordinary general shareholder meetings of S.I.F. Oltenia S.A. of 18.11.2019 and 14.07.2020;
- h) Notifications on the results of the public offers for the purchase of shares issued by S.I.F. Oltenia S.A. run between 16.01.2020 and 30.01.2020 and 22.07.2020 to 04/08/2020, respectively;
- i) Litigations in which the company is involved;
- j) Requests for supplementing the agenda of the general shareholder meetings of S.I.F. Oltenia S.A. of 28.04.2020, 14.07.2020 and 12.10.2020;
- k) Requests to convene the General Shareholder Meeting of S.I.F. Oltenia S.A., received from shareholders;
- l) Releases regarding the Board of Directors' rejection of the requests to supplement the agenda of the general shareholder meetings of S.I.F. Oltenia S.A.;
- m) The availability of regular reports (2019 annual report, 2019 consolidated annual report, 1st quarter 2020 report, 3rd quarter 2020 report, 1st half 2020 report);
- n) Monthly statement of assets and liabilities/Net asset value of S.I.F. Oltenia S.A.;
- o) Current reports on decisions of the Financial Supervisory Authority;
- p) Statements published in accordance with CNVM Instruction No. 6/2012.
- q) Notification of transactions in shares of S.I.F. Oltenia S.A. by the persons in the management structure;
- r) Revision of the BVC project and strategy of S.I.F. Oltenia S.A.;
- s) Changes in the management of the company following the resignation of members of the Board of Directors;
- t) Change in the composition of advisory committees;
- u) Release on the payment of dividends and discontinuance of their payment, following the judgment of the court;
- v) Contract and use of company credit;
- w) Approval of the F.S.A. for the management structure (the Board of Directors and upper management);
- x) Decisions of the Managing Board;
- y) Release on the operation of decrease in the share capital and issue by O.N.R.C. of mention registration certificates.

The full content of the reports and releases by which these categories of information have been publicly disseminated pursuant to Regulation (EU) no. 596/2014 and FSA Regulation no. 5/2018 is available on the company's website www.sifolt.ro and on the Bucharest Stock Exchange website in the section for S.I.F. Oltenia S.A.

SECTION 14 — IMPORTANT CONTRACTS

Point 14.1

The company or any other member of the group to which the company belongs shall not have significant contracts other than those concluded in the normal course of business during the two years immediately preceding publication of the registration document.

There is no contract (other than those entered during the normal course of activity) entered by any member of the group of S.I.F. Oltenia S.A., which contains provisions conferring on any member of the group an important obligation or commitment for the whole group at the date of the registration document.

SECTION 15 – AVAILABLE DOCUMENTS

S.I.F. Oltenia S.A. confirms that during the period of validity of the registration document, the following documents can be consulted on the company's website www.sifolt.ro, as appropriate:

- (a) the Articles of Association of S.I.F. Oltenia S.A.;
- (b) all reports, correspondence and other documents, assessments and statements made by an expert at the issuer's request, parts of which are included or mentioned in the registration document.

REGISTRATION DOCUMENT — PART 2

SECTION 1 - INVESTMENT OBJECTIVE AND POLICY

Point 1.1

Description of the investment policy, strategy and objectives of S.I.F. Oltenia S.A.

The investment objective of S.I.F. Oltenia S.A. is to increase the value of the portfolio by investing in the categories of assets permitted by the laws applicable to closed-ended and diversified alternative investment funds for retail investors (such as transferable securities and money market instruments, UCITS or AIF equity, derivatives, shares of limited liability companies, etc.).

The objectives shall be achieved through direct exposure to the underlying assets of the investment. The investments are mainly made through transactions on the Bucharest Stock Exchange, according to the strategy approved by the general shareholder meeting of S.I.F. Oltenia S.A. The investment return is determined on the basis of changes in the market value of the portfolio held and the dividends received from the issuers in the portfolio.

S.I.F. Oltenia S.A. shall not actively use the leverage effect in the management process of its financial instruments portfolio.

S.I.F. Oltenia S.A. cannot carry out short sales, as defined in Regulation (EU) No 236/2012, on short selling and aspects of credit default swaps, unless this is for hedging purposes.

Types of assets in which S.I.F. Oltenia S.A. can invest

According to the relevant regulatory framework, the investments that can be carried out by S.I.F. Oltenia S.A. refer to one or more of the following asset classes:

- securities and money market instruments admitted to or traded on a trading venue in Romania or in a Member State;

- securities and money market instruments admitted to official listing on a non-Member State stock exchange which operates on a regular basis and is recognized and open to the public, provided that the exchange's choice is approved by the F.S.A. in accordance with the eligibility conditions in the regulations issued by the F.S.A. and it is laid down in the fund rules or in the articles of incorporation of the investment company, as approved by the F.S.A.;

- newly issued securities which are offered to public for admission to trading, subject to the following cumulative conditions:

- the issue documents include a firm commitment that admission to trading on a trading venue or trading on a stock exchange of a third country that is regularly traded and recognized and open to the public will be required, provided that the choice of the trading venue or exchange is approved by the F.S.A. or it is laid down in the fund rules or in the articles of incorporation of the investment company, as approved by the F.S.A.;
- such admission is ensured not later than one year after the issue;

- shares in UCITS or AIFs established in Member States or not, provided that all of the following conditions are met:

- the AIFs are authorized or registered;
- the activities of the AIF are subject to periodic reports, which allow an assessment of the assets and liabilities, income and operations during the reporting period, consistent with the redemption frequency offered to investors, as applicable;
- the AIF profile is part of the liquidity profile of the AIF, as established by the AIFM

- deposits with credit institutions, which are repayable on demand or give the right of withdrawal, with a maturity not exceeding 12 months provided that the registered office of the credit institution is situated in Romania, in a Member State or in a third state; in the latter case, provided that the credit institution is subject to prudential rules equivalent to those issued by the European Union;

- derivatives, with final settlement in cash or in the supporting share of the instrument, traded on a trading venue or on a third country exchange, and/or derivatives traded outside regulated markets, provided that all of the following conditions are met:

- The supporting asset consists of the instruments specified in this article, as well as financial indices, interest rates, precious metals, energy products and exchange rates,

in which the AIF can invest, in accordance with its investment objectives, as set out in the fund rules or the articles of association of the investment company;

- the counterparties, in the course of negotiations outside regulated markets, are entities subject to prudential supervision that belong to the categories approved by the F.S.A.;
- derivatives traded outside regulated markets are subject to daily and verifiable valuation and can be, at the initiative of the external AIFM or the self-administered AIF, sold, liquidated or the position can be closed daily at their fair value through a counter-transaction.

- money market instruments, other than those traded on a trading venue, which are liquid and have a value that can be accurately determined at any time, excluding commercial papers, provided that the issue or issuer is subject to regulations relating to the protection of investors and their savings, and the instruments:

- are issued or guaranteed by an administrative, central, local or regional authority, a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a third country or, in the case of federal states, by one of the members who are members of the federation or by an international public body, of which one or more member states belong; or
- are issued by a body whose securities are dealt in on regulated markets as referred to in the two first listed classes of assets; or
- are issued or guaranteed by an entity subject to prudential supervision according to criteria defined by European law, or by an entity subject to and complying with prudential rules, which have been validated by the F.S.A. as equivalent to those laid down by European law; or
- are issued by other entities belonging to categories approved by the F.S.A., provided that investment in such instruments is subject to investor protection equivalent to that provided for in the preceding subparagraph, and that the issuer is a company whose capital and reserves amount to at least the RON equivalent of EUR 10,000,000, which presents and publishes its annual financial statements in accordance with applicable European laws, or an entity that, in a group of companies containing one or more listed companies, is intended to finance its group or is an entity dedicated to the financing of securitisation vehicles benefiting from a bank line of funding;

- shares of limited liability companies covered by the republished Law no. 31/1990, as amended and supplemented, whose annual financial statements are audited in accordance with the law,

- securities as defined in Article 3 (1) (26) of Government Emergency Ordinance no. 32/2012 which are not admitted to trading on a trading venue or are not traded on a stock exchange of a third country;

- foreign currency, purchased on the domestic market, freely convertible according to the NBR criteria;

- government bonds;

- real estate assets, in compliance with the regulations of the F.S.A. and the provisions assumed in the documents of S.I.F. Oltenia S.A.;

- greenhouse gas emission allowances as defined in article 3(b) of Government Decision no. 780/2006 establishing the greenhouse gas emission allowance trading scheme, as amended and supplemented;

- movable and immovable property which is strictly necessary for the pursuit of the business of S.I.F. Oltenia S.A.

However, S.I.F. Oltenia S.A. has invested and aims to invest predominantly in shares, equity instruments of collective investment undertakings in transferable securities and alternative investment funds, as well as in money market instruments, bank deposits and current accounts. Depending on the opportunities available on the market and its own risk profile, S.I.F. Oltenia S.A. may decide to extend the range of asset classes in which it has invested predominantly so far, by taking into account other asset classes, of those permitted by the relevant legislation, subject to prudential requirements.

Techniques used and associated risks

Within the active portfolio management strategy, a number of specific and integrated tools/techniques will be used (*such as fundamental analysis, statistical analysis, analysis of market indicators, analysis of macroeconomic conditions, etc.*). to offer a real image of the capital market in Romania and to provide the possibility of identifying the most attractive investment opportunities for the shareholders of S.I.F. Oltenia S.A..

S.I.F. Oltenia S.A. may use in the management of its portfolio the technical and money market instruments under the established conditions and limits, provided that those techniques and instruments are used for the efficient and prudent management of the portfolio and in compliance with legal requirements. Under no circumstances will such operations lead the company to breach its investment objectives set out in the prospectus.

As regards leverage (*defined as any method by which the alternative investment fund manager increases the exposure of the alternative investment fund it manages either by borrowing cash or securities, by derivative positions or by any other means*), S.I.F. Oltenia S.A. does not actively use these procedures. However, S.I.F. Oltenia S.A. could use derivative financial instruments to cover the risks identified as having an impact on the portfolio of S.I.F. Oltenia S.A. In case it will opt for the use of leverage, in a constant and continuous manner, S.I.F. Oltenia S.A. will provide the Financial Supervisory Authority with detailed information on the maximum leverage that can be used and its components (*including agreements under which S.I.F. Oltenia S.A.'s assets are reused and generate leverage*).

Point 1.2

S.I.F. Oltenia S.A. is established as a stock company and, according to the applicable legal provisions, it is classified as a closed-ended, diversified and self-managed Alternative Investment Fund (AIF) for retail investors.

The investment strategy assumed by the Board of Directors is presented in the annual report of the Board of Directors and approved by the Ordinary General Shareholder Meeting once the annual financial statements are approved.

As one of the significant documents on which the authorization of S.I.F. Oltenia S.A. by the Financial Supervisory Authority as an Alternative Investment Fund Manager was based, any change in the investment strategy shall be notified to the Authority 7 (seven) days prior to the entry into force of such amendments.

The amendments proposed by S.I.F. Oltenia S.A. shall enter into force only if no restrictions or comments are made by the Financial Supervisory Authority.

According to Law no. 243/2019 on the regulation of alternative investment funds and for amending and supplementing certain regulatory acts, S.I.F. Oltenia SA. Cannot be converted into an alternative investment fund category for professional investors.

Point 1.3

If S.I.F. Oltenia S.A. does not use the leverage effect for the management of the portfolio, the value of the leverage ratio will be considered to be equal to 1. S.I.F. Oltenia S.A. shall adopt measures to ensure that its overall exposure to derivatives in its portfolio does not exceed the total value of its assets.

Point 1.4

S.I.F. Oltenia S.A. is established as a legal person governed by private law, of Romanian nationality, organized as a public limited company under Law no. 331/1990 R on companies, being registered at the Trade Register Office of the Dolj Court under number J16/1210/30.04.1993, with the company registration code RO 4175676.

S.I.F. Oltenia S.A. is authorized by the Financial Supervisory Authority as an Alternative Investment Fund Manager (AIFM) under Law no. 74/2015 by means of authorization no. 45 of 15.02.2018, being registered in the public register of F.S.A. under AIFM no. PJR07.1AFIAA/160004 of 15.02.2018.

Based on the provisions of Law no. 243/2019 on the regulation of alternative investment funds and

for the amendment and completion of some regulatory documents, S.I.F. Oltenia S.A is classified as a closed-ended, diversified and self-managed alternative investment fund for retail investors (AIFRI).

The regulatory authority: Autoritatea de Supraveghere Financiara (Financial Supervisory Authority) - address: 15 Splaiul Independenței, district 5, zip code 050092 Bucharest, Romania, fax: (+4) 021.659.60.51 și (+4) 021.659.64.36; e-mail: office@asfromania.ro; website: www.asfromania.ro.

Point 1.5

The shares of S.I.F. Oltenia S.A. are addressed to investors who seek to improve their capital in the medium and long term and who are willing to accept the risks associated with exposure to their investments (mainly shares). This type of investment does not match the profile of an investor who has no loss-bearing capacity and wants a steady income.

Any natural/legal person, resident/non-resident, who acquires shares issued by the company, becomes a shareholder of S.I.F. Oltenia S.A.

Shares are traded on the BVB regulated market and the company applies the transparency and reporting requirements imposed by corporate governance, which allows any investor to be informed and properly understand the opportunities, risks and recommended duration of the investment as set out in the simplified prospectus.

The minimum recommended holding time of the investment is 5 (five) years.

S.I.F. Oltenia S.A. recommends that investors keep informed of its activity and of changes in its documents, following the information and communications submitted in order to ensure good transparency. At least the following documents can be consulted on the website of S.I.F. Oltenia S.A., www.sifolt.ro: the articles of association, internal regulations, meetings and decisions of general shareholder meetings, methods of valuation of assets, monthly net asset reports, monthly newsletters, current reports and releases.

Point 1.6

This registration document has been approved by the Financial Supervisory Authority as competent authority under Regulation (EU) 2017/1129;

The Financial Supervisory Authority shall only approve this registration document in terms of meeting the standards on completeness, comprehensibility and consistency required by Regulation (EU) 2017/1129.

Such approval is not considered to be an approval of the issuer S.I.F. Oltenia S.A., which is the subject of this registration document; The registration document has been drawn up as part of a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129.

SECTION 2 - INVESTMENT-RELATED RESTRICTIONS

Point 2.1

S.I.F. Oltenia S.A. shall invest exclusively in those assets permitted by the regulations in force and subject to the limits imposed by those regulations.

- they may not hold more than 10 % of the assets in transferable securities and money market instruments issued by the same issuer, with the exception of transferable securities or money market instruments issued or guaranteed by a member state, by the local public authorities of a member state, by a third state or international public bodies to which one or more member states belong. The limit of 10 % may be increased up to a maximum of 40 %, provided that the total value of the securities held by S.I.F. Oltenia S.A. in each of the issuers in which it has holdings of more than 40 % must in no case exceed 80 % of the value of its assets;

- they may not hold more than 50 % of the assets in transferable securities and money market instruments issued by entities belonging to the same group. In the case of the group of which S.I.F. Oltenia S.A. is a part, this limit is 40 %;

- the exposure to counterparty risk in a transaction with derivatives traded outside regulated markets can not exceed 20% of its assets, irrespective of the counterparty of the transaction;

- the overall exposure to derivatives cannot exceed the total value of its assets;

- the value of current accounts and cash must fall within 20% of its assets; this limit may be exceeded their up to a maximum of 50%, provided that the amounts involved derive from the issue of equity securities, from investments that are due or from the sale of the portfolio financial instruments and that such excess does not cover more than 90 days.

- they may not establish and hold bank deposits placed with the same bank representing more than 30 % of their assets;

- they may not hold more than 20% of their assets in securities not admitted to trading on a trading venue or on a third country exchange issued by a single AIF intended for retail investors;

- they may not hold more than 10% of their assets in securities not admitted to trading on a trading venue or on a third country exchange issued by a single AIF for professional investors;

- they may not hold more than 50% of their assets in securities not admitted to trading on a trading venue or on a third country exchange issued by other open-ended AIF. For the group to which the AIFM that administers the relevant AIF belongs, this limit shall be 40 % of their assets;

- they may not hold more than 40 % of their assets in securities issued by a single UCITS authorized by the F.S.A. or by a competent national authority of another member state, As well as in securities issued by a single collective investment undertaking admitted to trading on a trading venue in Romania, another member state or on a third-country exchange;

- they may not grant loans of financial instruments representing more than 20 % of their assets, the period for granting the loan may not exceed 12 calendar months, in accordance with the rules on margin transactions and loan transactions issued by the F.S.A. The limit of 20 % of their asset may be increased to 30 %, subject to the approval of the F.S.A., under the conditions laid down in the F.S.A. Regulations;

- they may not lend in cash, participate in/subscribe to syndicated loans, guarantee cash loans to a third party, except for entities within the group to which S.I.F. Oltenia S.A. belongs, within 10 % of its assets and they cannot purchase directly part or all of the portfolios of loans issued by other financial or non-financial entities, except for investments in financial instruments issued by internationally recognized financial institutions, credit institutions or non-bank financial institutions authorized by the N.B.R. or other central banks of a Member State or of third countries;

- they may not hold more than 40 % of the value of their assets in securities, money market instruments not admitted to trading on a trading venue or on a stock exchange of another third country, except for government securities and bonds issued by the Ministry of Public Finance, as well as holdings acquired by this AIFRI according to the law, where no holding limit is established;

- they may not hold more than 20 % of the value of their assets in shares issued by limited liability companies governed by Lawno. 31/1990, republished as amended and supplemented;

- they may not hold more than 10 % of the value of their assets in greenhouse effect certificates.

- they may not hold more than 20% of the value of their assets in real estate assets. In order to avoid conflict of interest, S.I.F. Oltenia S.A. does not invest in real estate assets in which the senior management, its employees or their relatives and their affines up to the second degree have an asset interest.

S.I.F. Oltenia S.A. shall not actively use the leverage effect in the management process of its financial instruments portfolio.

S.I.F. Oltenia S.A. cannot carry out short sales, as defined in Regulation (EU) No 236/2012, on short selling and aspects of credit default swaps, unless this is for hedging purposes.

The management of S.I.F. Oltenia S.A. established procedures to identify, monitor and manage the risks associated with the investments made. In addition, the management of S.I.F. Oltenia S.A. monitors compliance with prudential limits and investment restrictions. In case the investment limits set out in this document are exceeded, exclusively in situations beyond its control, S.I.F. Oltenia S.A. must comply again with the legal requirements within 30 days from the date on which the limit is exceeded. Within two business days, S.I.F. Oltenia S.A. will inform the depositary of the assets and the Financial Supervisory Authority of the exceeding of the limits set, in a document setting out the reasons which led to this situation, and of a plan of measures to restore compliance with legal requirements, within 30 days of the date on which the limit is exceeded.

Point 2.2

S.I.F. Oltenia S.A. will make public any investment in excess of 20 % of the gross assets held in:

- direct or indirect investments in securities of the same issuer or in the form of loans;
- investments in one or more issuers which can invest in turn more than 20 % of their gross assets in other closed/open funds.

The published investor information document shall contain detailed information about the undertaken investment and the distribution of the risks associated with the investment.

The issuer with which S.I.F. Oltenia S.A. holds both securities (shares) and money market instruments (bank deposits), more than 20% of gross assets, is Banca Transilvania. As of 31.12.2020, the exposure of S.I.F. Oltenia S.A. to this issuer is

Issuer	Total value - RON -	Share in total assets	Share of net assets
BANCA TRANSILVANIA Cluj-Napoca (shares+deposits)	520,826,981	26.2183%	27.0661%

Points 2.3 to 2.7

Not applicable

Point 2.8

At the time of drawing up this document, S.I.F. Oltenia S.A. did not hold any derivative financial instruments in its portfolio. However, S.I.F. Oltenia S.A. could invest in derivative financial instruments in compliance with the limitations imposed by the applicable law.

The use of derivatives involves the use of leverage, which leads to the possibility of higher returns (profit/loss) than a direct investment in the underlying assets of those financial instruments. In addition to the risks associated with the underlying asset, investment in a derivative also involves specific risks such as interest rate, counterparty risk, volatility change, measurement model, etc.

SECTION 3 SIGNIFICANT SERVICE PROVIDERS

Point 3.1

The actual amount of all significant fees due for services provided under contracts shall be as follows:

Expenses	Representing	2017	2018	2019	30 November 2020	30 November 2019
charges for the payment of fees due to the depositary Raiffeisen	Fee to the depositary Raiffeisen	305,383.00	320,207.00	435,804.00	381,524.00	395,664.00
charges regarding the payment of fees due to intermediaries and other charges linked to the trading and acquisition/sale of assets or admission to trading, including fees and commissions due to market operators	Fees due to SSIF	26,497.00	0.00	213,054.00	262,053.00	211,372.00
charges for turnover and other banking services	Banking services	7,342.00	10,968.00	7,944.00	65,449.00	6,740.00
- interest expenses in case loans are contracted	-	0.00	0.00	0.00	121,516.00	0.00
- charges for commissions and fees due to the F.S.A. or other competent authorities, and any taxes or other tax obligations imposed as a result of the activity	0.0078% net book asset share	1,636,936.00	1,752,870.00	1,937,081.00	1,415,482.00	1,572,491.00
	Fee to Depozitarul Central	143,045.00	142,800.00	142,800.00	130,900.00	130,900.00
	BVB fee	24,990.00	24,990.00	24,990.00	10,578.00	24,990.00
	Dividend distribution fee	2,000.00	2,000.00	2,000.00	2,000.00	2,000.00
	Other fee	216,585.00	193,300.00	178,845.00	165,761.00	135,232.00
	AAF subscription	46,053.00	49,025.00	53,761.00	20,633.00	43,721.00

	IFRS dividend tax expenses	3,019,128.00	4,164,497.00	5,860,234.00	2,822,421.00	5,860,234.00
	Income tax expenses	4,594,708.00	961,406.00	3,619,776.00	0.00	3,664,979.00
Total		9,683,445.00	7,290,888.00	11,819,487.00	4,567,775.00	11,434,547.00
issue expenses with fund documents and any reporting and transparency obligations	-					
IT audit expenses	IT audit	0.00	0.00	39,333.00	24,516.00	39,333.00
expenditure on financial audit and any expenditure on non-audit services which may be incurred by the internal auditor in accordance with the laws in force	Financial audit	113,258.00	113,258.00	104,720.00	0.00	0.00
legal expenses imposed by courts, stamp duty, fees for lawyers or experts and public notaries	Lawyer fees	101,723.00	33,201.00	105,987.00	53,355.00	100,302.00
	Legal fees+stamp duty	7,502.00	11,703.00	58,506.00	1,502.00	58,506.00
Total		109,225.00	44,904.00	164,493.00	54,857.00	158,808.00
expenses incurred in connection to redemption programmes	-					
expenditure relating to investor relations and public relations	Other expenses for the publication of reports, financial statements	98,485.00	63,111.00	58,108.00	204,475.00	56,504.00
operating expenses	Expenses on consumables	165,735.00	200,618.00	163,880.00	133,400.00	152,488.00
	Expenses on inventory + Expenses for non-stored materials	15,181.00	14,399.00	5,927.00	11,858.00	5,927.00
	Utility expenses	125,988.00	131,334.00	157,513.00	139,137.00	135,096.00
	Repair expenses	68,829.00	74,794.00	63,063.00	68,004.00	59,151.00
	Insurance premium expenses	45,084.00	38,488.00	44,146.00	32,284.00	40,747.00
	Protocol expenses	47,363.00	48,390.00	62,316.00	30,802.00	49,648.00
	Travel expenses	36,859.00	35,171.00	31,159.00	3,909.00	30,701.00
	Mail+phone expenses	38,396.00	35,208.00	36,464.00	31,298.00	32,982.00
	Other expenses	64,017.00	265,892.00	140,828.00	178,496.00	133,920.00
	Salary expenses	3,980,129.00	5,085,301.00	5,593,777.00	5,352,618.00	4,980,347.00
	Post-employment benefit expenses	4,093,547.00	4,893,703.00	5,400,547.00	0.00	5,400,547.00
	Expenses on social insurance	2,092,071.00	65,842.00	64,982.00	56,271.00	56,032.00
	Expenses on employment insurance		256,852.00	282,825.00	148,381.00	266,145.00
	Expenses on collaborators	793,773.00	1,379,784.00	1,528,782.00	1,211,012.00	1,400,875.00
	Losses on receivables	219,766.00	0.00	0.00	0.00	0.00
	other operating expenses	373,941.00	5,000.00	1.00	4,422.00	0.00
	expenses on securities transactions	195,927.00	515,498.00	165,659.00	957,241.00	163,121.00
	exchange rate diff expenses	856,443.00	1,620,891.00	130,371.00	62,826.00	108,664.00
	amortisation expenses	433,475.00	443,829.00	577,391.00	511,692.00	529,509.00
	incentive expenses	5,000,000.00	5,500,000.00	5,500,000.00	0.00	0.00
litigation provision expenses	272,650.00	0.00	0.00	0.00	0.00	
security	5,603,808.00	0.00	0.00	0.00	0.00	

	depreciation adjustment expenses					
	asset depreciation adjustment expenses	0.00	0.00	620.00	0.00	0.00
	losses from real estate investment assessment	0.00	11,344.00	0.00	0.00	0.00
Total		24,522,982.00	20,622,338.00	19,950,251.00	8,933,651.00	13,545,900.00
TOTAL EXPENSES		34,866,617.00	28,465,674.00	32,793,194.00	14,615,816.00	25,848,868.00

Point 3.2

S.I.F. Oltenia S.A. uses external service providers in the day-to-day operation of its business and the sums paid to most of them have no material impact on the company's activity and performance. The amount of the estimated expenditure shall be entered in the annual revenue and expenditure budget, which shall be subject to approval by the general shareholder meeting.

The main categories of expenditure are as follows;

- charges for the payment of fees due to the depositary:
 - S.I.F. Oltenia S.A. pays a monthly storage fee representing the value in RON of EUR 1,500 plus the applicable VAT rate. The fee is invoiced in RON at the official rate of the last working day of the reference month.
 - custody fee — free of charge plus the retention fee charged by Depozitarul Central S.A. as a percentage component;
 - a settlement fee based on the market on which it is traded;
 - fees for corporate actions according to the number of notifications and requests;
 - charges for fees due to intermediaries and other charges directly or indirectly linked to the trading and/or the acquisition/sale of assets or admission to trading, including fees and commissions due to market operators (tariff for maintenance at BVB for Premium issuers, calculated by applying a percentage of 0.01% of the total weighted average monthly value. The value of the fee will be at least 25,000 RON and no more than 50,000 RON. S.I.F. Oltenia S.A. is classified for the payment of a fee of 50,000 RON/year).
 - charges for turnover and other banking services;
 - interest expenses if S.I.F. Oltenia S.A. contracts loans under the terms of the law;
- In 2020, S.I.F. Oltenia S.A. took out a loan from Banca Transilvania amounting to 30,000,000 RON. The total costs of obtaining the credit, including the creation and registration of the guarantees to which the company has pledged, for the period of 53 days that elapsed since obtaining the credit (29.06.2020) and until the full repayment (20.08.2020) were 198,779 RON.
- charges for commissions and fees due to the F.S.A. or other competent authorities, and any taxes or other tax obligations imposed as a result of the activity;
- S.I.F. Oltenia S.A. pays a monthly share of 0.0078 % of the net asset value to the F.S.A.
- issue expenses owed to the F.S.A. with fund documents and any reporting and transparency obligations;
 - IT audit expenses;
 - the value of the sums due on loans taken out under the conditions imposed by the AIFRI regulations;
 - expenditure on financial audit and any expenditure on non-audit services which may be incurred by the internal financial auditor in accordance with the laws in force;
- S.I.F. Oltenia S.A. entered two contracts for the audit of the individual financial statements (contract no. 185 / 09.10.2018) and consolidated financial statements (contract no. 186 / 09.10.2018) with JPA AUDIT & CONSULTANTA S.R.L. in 2018, for the years 2019, 2020 and 2021. The expenses are in the amount of 47,000 RON + VAT / year (contract no. 185 / 09.10.2018) and 41,000 RON + VAT/year (contract no. 186 / 09.10.2018) respectively.
- legal expenses imposed by courts, stamp duty, fees for lawyers and/or experts, and/or public notaries, etc.;

- the value of the cancelled fund units (at redemption price) that have not been paid to investors;
- expenses incurred in connection with redemption programmes;
- expenditure relating to investor relations and public relations;
- - operating expenses (wages and salaries, administrative expenses).

Point 3.3

Not applicable

Point 3.4

The most important service providers are the depositary and the financial auditor, with the main contracts entered with SIF Oltenia SA being summarized below:

Provider	RAIFFEISEN BANK S.A.
Scope of the contract	The depositary will provide to S.I.F. Oltenia S.A. activities of safe storage and safekeeping/custody of assets (hereinafter referred to as “assets” or “assets of S.I.F.”) in accordance with the terms and conditions of the contract (“the contract”), subject to the provisions of Law no. 74/2015 on Alternative Investment Fund Managers, F.S.A. Regulation no. 10/2015 on the management of alternative investment funds as well as any other local or European regulations related to the activity of alternative investment funds (AIF) and AIF managers, applicable to the Romanian capital market.
Date of signature	08/09/2020
Duration	The contract shall be entered for an indefinite period and may be renegotiated according to the wishes of the parties; its terms and conditions shall be modified by means of an addendum.
Provided services	<ul style="list-style-type: none"> - safe-keeping of all financial instruments that can be held in custody with the depositary by entry in separate accounts opened in the name of S.I.F. Oltenia S.A. or physical delivery to the depositary; - corporate share services in connection with assets in the portfolio of S.I.F. Oltenia S.A.; - for assets which cannot be held securely with the depositary, verification of the ownership of S.I.F. Oltenia S.A. and keeping a record of these assets; - calculation and certification of the unit value of the assets of S.I.F. Oltenia S.A.; - monitoring the cash flows for the portfolio of S.I.F. Oltenia S.A.; - monitoring of the operations of selling, issuing, repurchase, redemption and cancellation of the shares of S.I.F. Oltenia S.A.; - execution of the instructions of S.I.F. Oltenia S.A., unless they conflict with the applicable national law or the articles of association; - monitoring of transactions involving the assets of S.I.F. Oltenia S.A.; - monitoring the beneficiary's compliance with investment restrictions and leverage limits where/when applicable.
Service fees	The storage fee is equal to the value in RON of EUR 1,500 plus the applicable VAT rate. In addition to the deposit fee, S.I.F. Oltenia S.A. owes the depositary the fees detailed in Section 5. Custody, point 5.1.
Termination	<p>The storage contract may be terminated only in accordance with the provisions of the regulations in force, namely:</p> <ul style="list-style-type: none"> - by unilateral denunciation notified to the F.S.A. not less than 90

	<p>(ninety) days before the date on which the contract is intended to be terminated. Within 90 (ninety) days, S.I.F. Oltenia S.A. is required to enter a new storage contract with another depositary approved by the F.S.A. to carry out such storage activities. The depositary is required to exercise due diligence in order to transfer assets to the new depositary in good time;</p> <ul style="list-style-type: none"> - the initiation of proceedings for supervision or special administration of the depositary by the N.B.R. or the opening of insolvency proceedings; - withdrawal of the operational approval/authorization granted to the depositary by the F.S.A. and/or the N.B.R.; - withdrawal of the authorization granted to S.I.F. Oltenia S.A. by F.S.A.
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Provider	JPA AUDIT & CONSULTANȚĂ S.R.L.
Scope of the contract	<ul style="list-style-type: none"> - financial and accounting audit of individual financial statements (contract no. 185 / 09.10.2018) - financial and accounting audit of consolidated financial statements (contract no. 186 / 09.10.2018)
Date of signature	09/10/2018
Duration	3 years (years 2019, 2020, 2021)
Provided services	- audit report on consolidated and individual financial statements based on IFRS, at the reporting date
Service fees	<ul style="list-style-type: none"> - 47,000 RON + VAT / year - contract no. 185 / 09.10.2018 - 41,000 RON + VAT / year - contract no. 186 / 09.10.2018
Termination	by agreement of both parties; by unilateral termination on the initiative of one of the parties; by fulfilling the subject of the contract; in the event of the bankruptcy of one or both parties

Point 3.5

Not applicable

SECTION 4 – INVESTMENT MANAGERS/ADVISORS

S.I.F. Oltenia S.A. did not enter a contract for the provision of investment management/advisory services in relation to its activity and assets. The responsibility for carrying out the investments according to the strategy approved by the general shareholder meeting lies with the Board of Directors and the senior management of the company, depending on the value of the investment. The Investment Policies - Strategies Committee shall be set up as an advisory committee of the Board of Directors and shall assist the Board of Directors in carrying out its responsibilities in the field of investment strategy-making and policy-making, in the follow-up to decisions on the enforcement of the investment policy, in the review of the performance of the portfolio of financial instruments and the management of the related risks, and proposes possible investments in accordance with market opportunities.

SECTION 5 - CUSTODY

Point 5.1

The depositary of the assets of S.I.F. Oltenia S.A. is Raiffeisen Bank S.A., a Romanian legal person with the registered office in Bucharest, Sky Tower building, 246C Floreasca Road, 1st district, zip code 014476, Trade Register no. J40/44/1991, registered in the Bank Register under number RB-PJR-40-009/1999, authorized as depositary by decision of the CNVM No. D2479/20.05.1998, company registration code 361820. This activity is carried out on the basis of the Framework Agreement no. 2950/18.05.2016, for the safe storage and preservation of the assets of S.I.F. Oltenia

S.A.

S.I.F. Oltenia S.A. pays a monthly storage fee representing the value in RON of EUR 1,500 plus the applicable VAT rate. The fee is invoiced in RON at the official rate of the last working day of the reference month.

In addition to the deposit fee, S.I.F. Oltenia S.A. owes the depositary the following fees for the services detailed below:

Custody

Shares/bonds/certificates held in the custody of Raiffeisen Bank (recorded in the Depozitarul Central systems)	free of charge*
State securities held in the custody of Raiffeisen Bank (registered in the Safir-BNR/Depozitarul Central systems)	free of charge*
Financial instruments registered in Austria	0.015% per year
Financial instruments registered in the EEA (European Economic Area - excluding Austria)	0.025% per year

Applied to the value of the assets in custody on the last day of the month, plus the applicable VAT rate. For other markets, fees will be negotiated separately.

**The maintenance fees charged by Depozitarul Central shall be added to these, which are a percentage component (in the case of Depozitarul Central, see paragraph 82 of the schedule of fees and charges due by participants in the Depozitarul Central system, currently 0.015 % per year).*

Settlement:

Transactions in shares/bonds/government securities/investment certificates settled via Depozitarul Central	free of charge**
Transactions in state securities settled through the Safir-BNR system	free of charge**
Primary market - government securities	0.01% of the allocated amount
Transactions/transfers carried out on the Austrian market	17.5 EUR/operation
Transactions/transfers on EEA markets (excluding Austria)	20 EUR/operation
Transfer of financial instruments settled through the Depozitarul Central and the Safir-BNR system	free of charge**

***The transfers charged by Depozitarul Central/SAFIR on the date of the transfer are additional to these.*

Corporate operations:

Notifications of OGSM/EGSM rulings (local/external markets)	50 RON/notification
Representation of GSM/EGSM	200 RON/participation ***
Revenue collection - dividends, coupons, free shares, subscribed shares (local market / external markets)	50 RON/ request

The applicable VAT rate shall be added. Corporate operations - services provided only at the sole and nominal request of S.I.F. Oltenia S.A. for the listed companies in its portfolio.

**** Additional travel and notarial expenses shall be added (if applicable)*

The depositary provides to S.I.F. Oltenia S.A. activities of safe storage and safekeeping/custody of assets in accordance with the terms and conditions of the contract no. 2950/18.05.2016, subject to the provisions of Law no. 74/2015 on Alternative Investment Fund Managers, F.S.A. Regulation no. 10/2015 on the management of alternative investment funds as well as any other regulations related to the activity of alternative investment funds (AIF) and AIF managers, applicable to the Romanian capital market.

Storage and safe-keeping/custody activities shall comprise at least the following services:

- safe-keeping of all financial instruments that can be held in custody with the depositary by entry in separate accounts opened in the name of S.I.F. Oltenia S.A. or physical delivery to the depositary;
- corporate share services in connection with assets in the portfolio of S.I.F. Oltenia S.A.;
- for assets which cannot be held securely with the depositary, verification of the ownership of S.I.F. Oltenia S.A. and keeping a record of these assets;

- calculation and certification of the unit value of the assets of S.I.F. Oltenia S.A.;
- monitoring the cash flows for the portfolio of S.I.F. Oltenia S.A.;
- monitoring of the operations of selling, issuing, repurchase, redemption and cancellation of the shares of S.I.F. Oltenia S.A.;
- execution of the instructions of S.I.F. Oltenia S.A., unless they conflict with the applicable national law or the articles of association;
- monitoring of transactions involving the assets of S.I.F. Oltenia S.A.;
- monitoring the beneficiary's compliance with investment restrictions and leverage limits where/when applicable.

The depositary, as a commercial bank, carries out the entire range of banking operations, according to the authorization issued by the National Bank of Romania.

For the performance of the function of safe-keeping (custody) of the foreign assets of S.I.F. Oltenia S.A., the depositary uses the regional custody network of Raiffeisen Bank International (RBI).

S.I.F. Oltenia S.A. does not have sub-depositaries/sub-custodians at the time of drawing up this document.

As part of the current activity provided under the deposit contract, Raiffeisen Bank may, in certain circumstances, enter certain transactions that could lead to a potential conflict of interest. Under the storage contract, the depositary shall act fairly, professionally and independently for the benefit of S.I.F. Oltenia S.A., respecting the legal provisions in force and the requirements stipulated in the storage contract. Any other activity in which the depositary becomes involved, in addition to storage, including whether the depositary re-uses the assets of the alternative investment fund in other ways (e.g. as collateral/pledge in other financial operations) than to the benefit of the alternative investment fund to generate additional revenues for itself.

Point 5.2

Not applicable

SECTION 6 - VALUATION

Point 6.1

Based on the assessment procedure, S.I.F. Oltenia S.A. shall ensure that the valuation process is carried out thoroughly, transparently and properly documented so as to carry out an appropriate and independent valuation of the assets in accordance with the relevant specific legislation and the provisions of the articles of association.

Within S.I.F. Oltenia S.A., the valuation function is **carried out internally**, and the valuation task is functionally independent from the portfolio management and compensation policy.

The asset pricing rules of S.I.F. Oltenia S.A. are those laid down by national law, namely Article 113-122 of Regulation no. 9/2014 on the authorization and operation of investment management companies, undertakings for collective investment in transferable securities, in conjunction with Article 17 (7) of FSA Regulation no. 10/2015.

The **pricing methods** for the assets in the portfolio of S.I.F. Oltenia S.A. are as follows:

1. Shares admitted to trading and traded within the last 30 trading days (business days) on a regulated market shall be valued at the closing price of the market section considered as the principal market on the day for which the calculation is made.

2. Shares admitted to trading and traded within the last 30 trading days (business days) on an alternative trading system in Romania shall be valued at the reference price for the day for which the calculation is made, provided by the operator of that trading system for each of the segments of that system. The price used as a reference price shall be calculated on the basis of the trading activity on the day for which the calculation of the asset is made, used as a benchmark at the opening of the day-ahead trading session.

3. Shares admitted to trading on a regulated market or an alternative trading system in Romania, not traded within the last 30 trading days (business days), shall be valued at the book value per share as resulting from that entity's last approved annual financial statement. In the case of credit institutions, the book value per share is based on the calculation of the amount of own capital included in the monthly reports sent to the NBR. For the purposes of counting the 30 days of

non-trading, the first day of non-trading shall be deemed to be the first business day on which transactions were no longer recorded for that share.

4. Shares not admitted to trading on a regulated market or on an alternative trading system in Romania issued by companies in which S.I.F. Oltenia S.A. holds less than 33 % of the share capital are valued at the book value per share, as it results from the last approved annual financial statement of the concerned entity. In the case of credit institutions, the book value per share is based on the calculation of the amount of own capital included in the monthly reports sent to the NBR.

5. Shares not admitted to trading on a regulated market or on an alternative trading system in Romania issued by companies in which S.I.F. Oltenia S.A. holds more than 33% of the registered capital are assessed exclusively in compliance with International Valuation Standards, based on a valuation report that is updated at least on an annual basis.

6. The shares of companies governed by Law no. 31/1990 under insolvency or reorganization proceedings are included in the net asset at zero value, from the date on which the notice was made public on the website of the regulated market or the alternative trading system on which it is traded.

7. The shares of companies governed by Law no. 31/1990 under compulsory winding-up proceedings or other forms of winding-up and those whose activity is temporarily or permanently terminated are included in the net assets at zero value, from the date on which the notice was made public on the website of the regulated market or the alternative trading system on which it is traded.

8. The shares of companies covered by Law no. 31/1990, not admitted to trading on a regulated market or admitted to trading on a regulated market or an alternative trading system in Romania, but not traded within the last 30 trading days (business days), with negative equity values, are included in the calculation of the net asset at zero value.

9. The shares not admitted to trading, including those issued by credit institutions or admitted to trading and not traded during the last 30 trading days (business days), whose financial statements are not obtained within 90 days of the statutory deposit dates are included in the asset at zero value if the information in the quarterly/half-yearly financial reporting is not available. For the purposes of counting the 30 days of non-trading, the first day of non-trading shall be deemed to be the first business day on which transactions were no longer recorded for that share.

10. The securities issued by the CIU admitted to trading and traded within the last 30 trading days (business days) on a regulated market shall be valued at the closing price of the market section considered as the principal market on the day for which the calculation is made.

11. The securities issued by the CIU admitted to trading and traded within the last 30 trading days (business days) on an alternative trading system in Romania shall be valued at the reference price for the day for which the calculation is made, provided by the operator of that trading system for each of the segments of that system. The price used as a reference price shall be calculated on the basis of the trading activity on the day for which the calculation of the asset is made, used as a benchmark at the opening of the day-ahead trading session.

12. The securities issued by the UCITS admitted to trading on a regulated market or an alternative trading system in Romania, not traded within the last 30 trading days (business days), shall be valued at the last net asset value calculated and published.

13. The securities issued by the UCITS not admitted to trading on a regulated market or an alternative trading system in Romania shall be valued at the last net asset value calculated and published.

14. Holdings in current accounts shall be valued by taking into account the balance available at the date for which the calculation is made. Amounts in current accounts with credit institutions that are in bankruptcy proceedings will be included in the net asset at zero value.

15. Bank deposits shall be valued using the daily recognition of interest for the period since the investment date.

16. Shares suspended from trading for a period of at least 30 trading days (business days), as a result of the market or system operator's decision to inform investors of information that may lead to changes in the price of the issuer's shares, will be valued at the weighted average price of the last 30 trading days (business days), calculated up to the date of such an event, as the arithmetic average of the weighted average prices of each of the last 30 trading days. Where the suspension from trading takes place during the trading session, for the purposes of calculating the asset value for that

day, the shares are valued at the closing/reference price, as applicable, and for the purposes of counting the 30 trading days (business days), the first day is considered to be the following business day after suspension. Where the suspension takes place from the beginning of the trading session, the first day shall be deemed to be the day of suspension.

17. The assessment of the shares of companies under insolvency or reorganization proceedings whose shares have been re-admitted to trading on a regulated market or alternative trading system following the issuance of a final judgment on the confirmation by the designated syndical judge of the plan for the reorganization of that issuer and confirmation by the issuer/market or system operator that the judgment confirming the reorganization plan has not been appealed will be made at the closing price of the market section considered to be the principal market for the day for which the calculation is made, or at the reference price for the day for which the calculation is made, provided on trading systems other than regulated markets, including other alternative trading systems, by the trading system operator for each of the segments of that system.

18. In the event of a division/consolidation of the nominal value of shares admitted to trading on a regulated market or on trading facilities other than regulated markets, the shares resulting from the division shall be valued from the ex-date until the date on which they are placed for trading, by dividing the pre-division price by the division coefficient, i.e. by the consolidation coefficient.

19. Dividends and shares distributed without a compensation in money, resulting from the participation in capital increases, are registered in the assets of S.I.F. Oltenia S.A. on the first day when the investors buying the shares no longer benefit from the dividend or on the first day when the investors buying the shares are no longer able to participate in the capital increase, called the ex-dividend date. These are shown as a separate point 'dividends or other rights to be collected' in the assets of S.I.F. Oltenia S.A. These shares shall be assessed: 19. 1. at the closing price of the market section considered as the principal market *or* 19.2. at the reference price – provided on systems other than regulated markets (including alternative trading systems) by the operator of that trading system for the day for which the calculation is made. Dividends distributed by companies not admitted to trading on a trading venue in a Member State or on a third-country exchange shall be recorded in the accounts as claims, on the basis of GSM decisions approving the balance sheet of that company.

20. Shares following capital increases involving cash consideration from investors without the issuance of rights of preference shall be recorded as assets:

- on the first day on which the investors buying the shares are no longer allowed to participate in the capital increase (so-called ex-dividend date), if the market price is higher than the subscription price and S.I.F. Oltenia S.A. decides to participate in the share capital increase of the issuer.

- on the date of actual payment of the shares subscribed at the share capital increase if the market price is less than the subscription price.

These are shown as a separate point 'dividends or other rights to be collected' in the assets of S.I.F. Oltenia S.A.

These shares shall be assessed:

20.1. at the closing price of the market section as the main market

or

20.2. at the reference price – provided on systems other than regulated markets (including alternative trading systems) by the operator of that trading system for the day for which the calculation is made.

The amount due as a result of participating in the increase in the share capital shown in the asset shall be valued at the subscription value.

In the event that the operation of capital increase with cash consideration from investors is not carried out within the legal deadline set by Law no. 31/1990 from the date of the adoption of the decision of the shareholders' assembly, S.I.F. Oltenia S.A. excludes from its portfolio the subscribed shares and can record the amounts paid in respect of the unsettled capital increase under the heading "other assets - amounts receivable". S.I.F. Oltenia S.A. will use all legal procedures to recover the money consideration paid to the issuer for the shares which have not been subscribed for objective reasons imputed to it.

21. Shares following capital increases involving cash consideration from investors with the issuance of rights of preference shall be recorded as assets of S.I.F. Oltenia S.A. on the date of actual payment of the shares subscribed to the share capital increase called the ex-dividend date. Preference rights shall be recorded in the assets on the first day on which investors buying the shares are no longer allowed to participate in the capital increase (ex-dividend date). The assessment of preference rights shall be done at the theoretical value, up to the first trading day. After admission to trading, preference rights will be valued at the closing price of the market section considered as the principal market for the day for which the calculation is made, or at the reference price of the day for which the calculation is made, provided on trading systems other than regulated markets, and also in other alternative trading systems, by the trading system operator for each of the segments of that system. If no transactions are recorded, the valuation will be maintained at the theoretical value. After the trading period of the preferred rights and until their exercise, the rights of preference shall be valued at the last closing price in the trading period and shown under a separate position “dividends or other rights to be received”. At the time of exercise of the preference rights, the shares will be duly recorded in the assets of S.I.F. Oltenia S.A.

22. Shares following subscription to an initial public offer to sell shares shall be valued on the basis of the purchase price of the shares subscribed to the public offer. They shall be considered as “newly issued securities”. This method of recording and valuing the subscribed shares shall be maintained until the date of the first exchange transaction.

23. The shares of companies not admitted to trading resulting from increases in share capital without consideration in money shall be recorded as assets as from the date of the operation of the share capital increase at the ONRC on the basis of supporting documents provided by the company, which certify the new amount of equity corresponding to the new share capital.

Valuation methodologies for the assets in the portfolio managed by S.I.F. Oltenia S.A. shall be those laid down in national law.

S.I.F. Oltenia S.A. is classified as an internally managed AIF whose securities are also marketed to retail investors. Consequently, the valuation of the assets as well as the calculation of UNAV is carried out on a monthly basis, as well as in the event of increases or reductions in the share capital. S.I.F. Oltenia S.A. is responsible for the correct valuation of the assets of the AIF as well as well as for the calculation of the net asset value and the publication of this value in accordance with legal provisions.

The net asset value of S.I.F. Oltenia S.A. is certified by the Depositary.

SECTION 7 — CROSS-OBLIGATIONS

Not applicable

SECTION 8 – FINANCIAL INFORMATION

Point 8.1

For financial information, please refer to Section 11 of the registration document – Part 1.

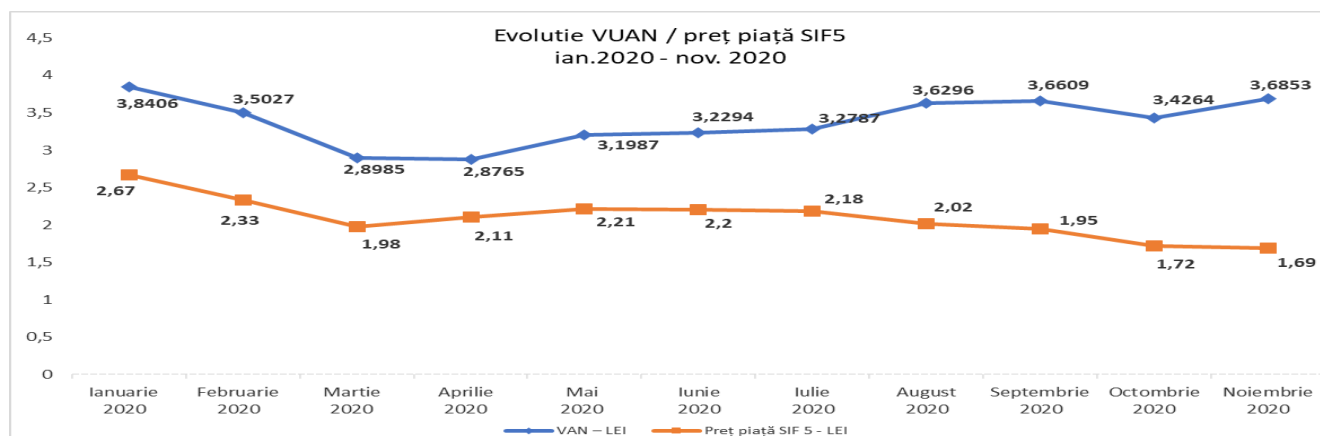
Point 8.2

During 2020, the evolution of the main indicators specific to S.I.F. Oltenia S.A. is the following:

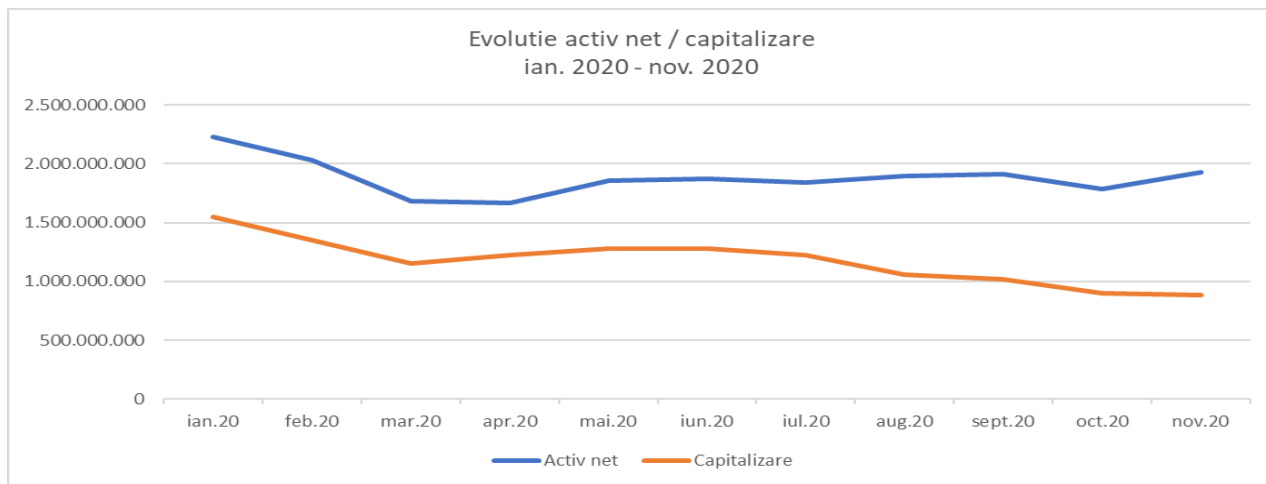
Indicator	January 2020	February 2020	March 2020	April 2020	May 2020	June 2020	July 2020	August 2020	September 2020	October 2020	November 2020
Net assets (<i>mn RON</i>)	2,228.16	2,032.14	1,681.63	1,668.87	1,855.79	1,873.61	1,837.86	1,895.18	1,911.55	1,789.08	1,924.28
Capitalisation (<i>mn RON</i>)	1,549.04	1,351.79	1,148.73	1,224.15	1,282.17	1,276.36	1,221.98	1,054.74	1,018.19	898.10	882.43
UNAV (<i>RON</i>)	3.8406	3.5027	2.8985	2.8765	3.1987	3.2294	3.2787	3.6296	3.6609	3.4264	3.6853

Market price (RON) - closing price on the last trading day	2.6700	2.3300	1.9800	2.1100	2.2100	2.2000	2.1800	2.0200	1.9500	1.7200	1.6900
Discount (%)	-30.48	-33.48	-31.69	-26.65	-30.91	-31.88	-33.51	-44.34	-46.73	-49.80	-54.14

As for the net unit assets of S.I.F. Oltenia S.A., it was in the range of 2.8765 lei to 3.8406 lei, the minimum value being recorded in April 2020, in the context of the health crisis caused by the COVID-19 pandemic.



Throughout 2020, the prices of the shares of S.I.F. Oltenia S.A. entered a downward trend, up to a minimum of 1.66 lei/share, a trend which has been reversed since the second part of December 2020.



In terms of portfolio structure of S.I.F. Oltenia S.A., at 30.11.2020, 77.5% of the value of the portfolio was determined by the company's holdings in companies listed on the regulated market managed by the Bucharest Stock Exchange. Details are given in the following table:

	No.	Total market value of the stock package	
		- RON -	- % -
BVB listed companies	15	1,502,937,343	77.50
AERO listed companies (BVB)	10	271,213,103	13.98
Listed and non-traded companies	2	11,891,204	0.61
Closed companies	11	153,345,817	7.91
Companies in reorganization, liquidation	4	-	0.00
TOTAL securities	42	1,939,387,467	100.00

The composition of the company's portfolio, by sector of activity, at 30.11.2020 is as follows:

	The share of the business sectors in the total portfolio, at market value
finance and banking	48.56%
resources of oil, methane gas and related services	13.77%
lease and sublease of movable property	13.31%
energy and gas transport	7.18%
tourism, public food catering, leisure	5.22%
pharmaceutical industry	3.26%
food industry	3.04%
financial intermediation	2.79%
automotive construction, processing	1.34%
electronic, electrotechnical industry	1.31%
other economic sectors	0.22%

As of 30.11.2020, the most important holdings of S.I.F. Oltenia SA (Top 10 issuers) are:

	SHARE IN THE ISSUER'S REGISTERED CAPITAL - % -	SHARE IN TOTAL SIF ASSETS - % -
BANCA TRANSILVANIA CLUJ	4.1354	26.2183
B.R.D.- GROUPE SOCIETE GENERALE BUCHAREST	4.1114	19.2121
OMV PETROM BUCHAREST	1.0134	10.2732
MERCUR CRAIOVA	97.8593	4.9714
FLAROS BUCURESTI	81.0712	4.0358
SNTGN TRANSGAZ MEDIAS	2.0665	3.5520
C.N.T.E.E. TRANSELECTRICA BUCURESTI	3.6994	3.4537
ANTIBIOTICE IASI	19.0465	3.1798
S.N.G.N. ROMGAZ S.A.	0.5841	3.1674
ARGUS CONSTANTA	86.4160	2.8640

Point 8.3

The net asset value, calculated on 30.11.2020, not audited, is 1,924,281,245 RON. The most recent market price, the closing price on 12.01.2021, is 1.8650 RON/share.

XII. FINANCIAL INFORMATION

Audit report

The statutory auditor shall be JPA AUDIT & CONSULTANTA S.R.L.

CAFR permit no. 319/2003

F.S.A. opinion no. 22/12.06.2015

The individual and consolidated annual financial statements are audited by the company's financial auditor, JPA AUDIT & CONSULTANTA SRL, in accordance with the applicable audit standards and the applicable legal provisions.

The audit reports drawn up for the last 3 years do not contain any reservations and conclude the following: *"the individual financial statements present fairly, in all material respects the financial position of the Company and its financial performance and its cash flows for the year then ended in accordance with the F.S.A. Rule no. 39/2015 approving the Accounting Regulations compliant with International Financial Reporting Standards (IFRS), applicable to entities authorized, regulated and supervised by the Financial Supervisory Authority in the Financial Instruments and Investments Sector."*

The financial information contained in the registration document was not audited by the statutory auditor of the company.

XIII. RISK FACTORS

Market risk is the current or future risk of adverse outcome on profits, caused by fluctuations in the market prices of equity securities - in terms of activities belonging to the trading portfolio - as well as interest rate and exchange rate fluctuations for the entire activity of the Company. The company monitors market risk with the objective of optimizing profitability in relation to the associated risk in accordance with approved policies and procedures. From the point of view of S.I.F. Oltenia S.A., the relevant market risks are: price risk (position risk), foreign exchange risk, interest rate risk. **The position risk** is caused by market price volatility, such as fluctuations in the market in financial

instruments, as a result of changes in market prices, either caused by factors affecting all instruments traded on the market or by factors specific to individual instruments or their issuer. S.I.F. Oltenia S.A. monitors both the systemic component (general risk determined by macro-factors) and the specific risk arising from the issuers' own activity, so that when price risks are not consistent with internal policies and procedures, it will act accordingly by rebalancing the asset portfolio. **The interest rate risk** is the current or future risk of loss of profits and capital due to adverse changes in interest rates. The interest rate directly influences the income and expenditure attached to the financial assets and liabilities bearing variable interest rates. **Foreign exchange risk** is the risk that the value of a financial instrument will be affected as a result of fluctuations in foreign exchange rates. This risk takes into account all positions held by S.I.F. Oltenia S.A. in foreign currency deposits, financial instruments denominated in foreign currency, irrespective of the holding period or the level of liquidity recorded by those positions. The company does not use derivative financial instruments to protect itself against interest rate fluctuations. The company is continuously seeking to minimize possible adverse effects associated with market risk through an active policy of prudential diversification of the portfolio of financial assets under management.

The liquidity risk is the risk of profit impairment due to operations associated with financial instruments that are not liquid (which could lead to difficulties in buying or selling these financial instruments within a reasonable time with a minimum loss) and the possible risk that S.I.F. Oltenia S.A. cannot fulfill its short-term financial obligations. S.I.F. Oltenia S.A. constantly monitors the maintenance of a liquidity level appropriate to its underlying obligations, based on an assessment of the relative liquidity of assets on the market, taking into account the time required for liquidation and the price or value at which those assets can be liquidated, and their sensitivity to market risks or other external factors. The company shall systematically monitor the liquidity profile of the asset portfolio taking into account the contribution of each asset on liquidity and the significant, contingent or other kind of liabilities that the company may have in relation to its underlying obligations. In assessing the level of liquidity of a financial instrument in the portfolio of S.I.F. Oltenia S.A., the following factors are considered, *inter alia*: the size of the financial instrument position in relation to its liquidity and the depth of the market recorded at the trading venue where it is listed/relevant, the time period during which the position in the financial instrument is intended to be closed, in relation to the average liquidity of that financial instrument (over a period of time), and the possibility that the portfolio of financial instruments may be restructured/negative effects offset over an optimal time horizon, in the event of accelerated depreciation of stock indices having an impact on the portfolio value.

Operational risk refers to losses resulting from acts undertaken (or negligence) in the pursuit of business activities. Operational risk is also assimilated to legal risk. With a view to assessing the level of operational risk to which it is exposed, S.I.F. Oltenia S.A. acts to identify and frame operational risk events within specific categories, that will allow to establish the most efficient methods of controlling and reducing potential effects. The functional departments within S.I.F. Oltenia S.A. are responsible for the preliminary analysis of the operational risks arising in their area of activity.

S.I.F. Oltenia S.A. uses self-assessment as a tool to analyse and manage operational risk.

The credit risk is the risk that S.I.F. Oltenia S.A. has losses as a result of the insolvency of its debtors. Credit risk expresses the possibility that debtors or issuers of financial instruments may not meet their obligations at maturity due to a deterioration in the financial situation of the borrower and the insolvency or the general economic situation. Credit risk arises in relation to any type of claim.

The main credit risk elements identified, which may significantly influence the activity of S.I.F. Oltenia S.A. are as follows:

- the risk of non-collection of dividends from portfolio companies;
- the risk of non-collection of the contract value in the case of the activity of the sale of shares in closed-ended companies under a sales contract;
- the risk that, in the event of the liquidation of a portfolio undertaking, the value obtained will be less than the value of the initial investment, or nothing will be recovered;
- settlement risk in the case of transactions in shares issued by listed companies;
- concentration risk.

The significant risk management strategy takes into account the process of analysing and determining the risk profile that S.I.F. Oltenia S.A. considers acceptable in order to optimize the risk-to-profit ratio and correlate the capital requirements on different business lines. The risk management policies that are implemented at the level of S.I.F. Oltenia S.A. comprise all the procedures required for S.I.F. Oltenia S.A. to assess the exposure to the main relevant risk categories, which may have a significant impact on the stability and performance of S.I.F. Oltenia S.A.

In addition to specific activities aimed at managing these relevant financial risks, S.I.F. Oltenia S.A. integrates into the decision-making process and continuously assesses the relevant sustainability risks, i.e. those environmental, social or governance events or conditions that, if they occur, could have an impact on the financial profitability of the investments. So far, given the specific nature of the activity of S.I.F. Oltenia S.A., the investment policy and the concrete measures to implement it, no direct sustainability risks were reported as relevant to the performance of S.I.F. Oltenia S.A.. However, the exposure of S.I.F. Oltenia S.A. to sustainability risks is indirect, as it is determined by the concrete characteristics of the companies in the portfolio of S.I.F. Oltenia S.A.. Therefore, based on the portfolio of S.I.F. Oltenia S.A., sustainability risks take diverse forms ranging from social, labour, human rights and equal opportunities issues (which are closely monitored and managed by issuers in the financial sector, but not only) to those regarding climate impact and the need for transition to the circular economy (much more relevant to companies in the natural resources and related services sectors). The monitoring of these indirect risks shall be carried out in an integrated manner within the framework of the internal portfolio management procedures of S.I.F. Oltenia S.A., in order to substantiate timely investment/divestiture decisions. In the event of a sustainability risk, the effect on the return on the investment made by S.I.F. Oltenia S.A. is estimated both in the short and in the medium/long term, in order to implement a decision that would be based on the company's investment policy.

Information on the main negative effects on the sustainability factors induced by the activity of S.I.F. Oltenia S.A. are available in the non-financial reports issued by the companies in accordance with the applicable legal provisions.

S.I.F. Oltenia S.A. has assumed a medium risk appetite, and has continuously sought to address all specific risks at the medium level.

**THE CLOSED-ENDED, DIVERSIFIED AND SELF-MANAGED
ALTERNATIVE INVESTMENT FUND**

S.I.F. OLTENIA S.A.

SPECIFIC NOTE ON SECURITIES

SECTION 1 – RESPONSIBLE PERSONS, THIRD PARTY INFORMATION, EXPERT REPORTS AND COMPETENT AUTHORITY APPROVAL

Point 1.1

S.I.F. Oltenia S.A. is established as a legal person governed by private law, of Romanian nationality, organized as a public limited company under Law no. 31/1990 on companies, being registered at the Trade Register Office of the Dolj Court under number J16/1210/30.04.1993, with the company registration code RO 4175676.

S.I.F. Oltenia S.A. is authorized by the Financial Supervisory Authority as an Alternative Investment Fund Manager (AIFM) under Law no. 74/2015 by means of authorization no. 45 of 15.02.2018, being registered in the public register of FSA under the AIFM no. PJR07.1AFIAA.160004 of 15.02.2018.

Based on the provisions of Law no. 243/2019 on the regulation of alternative investment funds and for the amendment and completion of some regulatory documents, S.I.F. Oltenia S.A is classified as a closed-ended, diversified and self-managed alternative investment fund for retail investors (AIFRI).

The responsibility for the information contained in the Note on securities lies with S.I.F. Oltenia S.A., through its representatives in the management structures, composed of:

- **the Board of Directors:** Sorin-Iulian CIOACA – President of the Board of Directors, Mihai TRIFU – Vice-President of the Board of Directors, Adrian ANDRICI – non-executive Member, Codrin MATEI – non-executive Member;

- **Upper management:** Sorin-Iulian CIOACĂ – General Manager, Mihai TRIFU – Deputy General Manager.

Point 1.2

The responsible persons referred to in point 1.1 declare that the information included in this Note on securities is, to the best of their knowledge, in accordance with the facts and that the Note on securities does not contain any omissions liable to affect its significance.

Point 1.3

Not applicable

Point 1.4

The information in this Note on securities does not contain information from a third party.

Point 1.5

The responsible persons referred to under point 1.1 declare that:

- (a) The Note on securities has been approved by the Financial Supervisory Authority as the competent authority under Regulation (EU) 2017/1129;
- (b) The Financial Supervisory Authority shall only approve this Note on securities in terms of meeting the standards on completeness, comprehensibility and consistency required by Regulation (EU) 2017/1129;
- (c) such approval should not be considered as an endorsement of the quality of the securities covered by this Note on securities;
- (d) investors should themselves assess to what extent investing in the securities is appropriate;
- (e) The Note on securities has been drawn up as part of a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129.

SECTION 2 — RISK FACTORS

Point 2.1

Market risk is the current or future risk of adverse outcome on profits, caused by fluctuations in the market prices of equity securities - in terms of activities belonging to the trading portfolio - as well as interest rate and exchange rate fluctuations for the entire activity of the Company. The company monitors market risk with the objective of optimizing profitability in relation to the associated risk in accordance with approved policies and procedures. From the point of view of S.I.F. Oltenia S.A., the relevant market risks are: price risk (position risk), foreign exchange risk, interest rate risk. **The position risk** is caused by market price volatility, such as fluctuations in the market in financial instruments, as a result of changes in market prices, either caused by factors affecting all instruments traded on the market or by factors specific to individual instruments or their issuer. S.I.F. Oltenia S.A. monitors both the systemic component (general risk determined by macro-factors) and the specific risk arising from the issuers' own activity, so that when price risks are not consistent with internal policies and procedures, it will act accordingly by rebalancing the asset portfolio. **The interest rate risk** is the current or future risk of loss of profits and capital due to adverse changes in interest rates. The interest rate directly influences the income and expenditure attached to the financial assets and liabilities bearing variable interest rates. **Foreign exchange risk** is the risk that the value of a financial instrument will be affected as a result of fluctuations in foreign exchange rates. This risk takes into account all positions held by S.I.F. Oltenia S.A. in foreign currency deposits, financial instruments denominated in foreign currency, irrespective of the holding period or the level of liquidity recorded by those positions. The company does not use derivative financial instruments to protect itself against interest rate fluctuations. The company is continuously seeking to minimize possible adverse effects associated with market risk through an active policy of prudential diversification of the portfolio of financial assets under management.

The liquidity risk is the risk of profit impairment due to operations associated with financial instruments that are not liquid (which could lead to difficulties in buying or selling these financial instruments within a reasonable time with a minimum loss) and the possible risk that S.I.F. Oltenia S.A. cannot fulfill its short-term financial obligations. S.I.F. Olteni S.A. constantly monitors the maintenance of a liquidity level appropriate to its underlying obligations, based on an assessment of the relative liquidity of assets on the market, taking into account the time required for liquidation

and the price or value at which those assets can be liquidated, and their sensitivity to market risks or other external factors. The company shall systematically monitor the liquidity profile of the asset portfolio taking into account the contribution of each asset on liquidity and the significant, contingent or other kind of liabilities that the company may have in relation to its underlying obligations.

In assessing the level of liquidity of a financial instrument in the portfolio of S.I.F. Oltenia S.A., the following factors are considered, *inter alia*: the size of the financial instrument position in relation to its liquidity and the depth of the market recorded at the trading venue where it is listed/relevant, the time period during which the position in the financial instrument is intended to be closed, in relation to the average liquidity of that financial instrument (over a period of time), and the possibility that the portfolio of financial instruments may be restructured/negative effects offset over an optimal time horizon, in the event of accelerated depreciation of stock indices having an impact on the portfolio value.

Operational risk refers to losses resulting from acts undertaken (or negligence) in the pursuit of business activities. Operational risk is also assimilated to legal risk. With a view to assessing the level of operational risk to which it is exposed, S.I.F. Oltenia S.A. acts to identify and frame operational risk events within specific categories, that will allow to establish the most efficient methods of controlling and reducing potential effects. The functional departments within S.I.F. Oltenia S.A. are responsible for the preliminary analysis of the operational risks arising in their area of activity.

S.I.F. Oltenia S.A. uses self-assessment as a tool to analyse and manage operational risk.

The credit risk is the risk that S.I.F. Oltenia S.A. has losses as a result of the insolvency of its debtors. Credit risk expresses the possibility that debtors or issuers of financial instruments may not meet their obligations at maturity due to a deterioration in the financial situation of the borrower and the insolvency or the general economic situation. Credit risk arises in relation to any type of claim.

The main credit risk elements identified, which may significantly influence the activity of S.I.F. Oltenia S.A. are as follows:

- the risk of non-collection of dividends from portfolio companies;
- the risk of non-collection of the contract value in the case of the activity of the sale of shares in closed-ended companies under a sales contract;
- the risk that, in the event of the liquidation of a portfolio undertaking, the value obtained will be less than the value of the initial investment, or nothing will be recovered;
- settlement risk in the case of transactions in shares issued by listed companies;
- concentration risk.

The significant risk management strategy takes into account the process of analysing and determining the risk profile that S.I.F. Oltenia S.A. considers acceptable in order to optimize the risk-to-profit ratio and correlate the capital requirements on different business lines. The risk management policies that are implemented at the level of S.I.F. Oltenia S.A. comprise all the procedures required for S.I.F. Oltenia S.A. to assess the exposure to the main relevant risk categories, which may have a significant impact on the stability and performance of S.I.F. Oltenia S.A..

S.I.F. Oltenia S.A. has assumed a medium risk appetite, and has continuously sought to address all specific risks at the medium level.

In addition, among *the risk factors specific to S.I.F. Oltenia S.A.*, we mention:

- a) country risk, which is the possibility of loss occurring with political or economic instability and which has a negative impact on the capital market;

b) the sectoral risk arising from the investment in companies belonging to the same business line or depending on a single branch. In the event of economic instability related to that sector, all these companies will be negatively affected and possibly also the value of the shares of S.I.F. Oltenia S.A.

c) issuer risk arising from past and current performance of the issuer. One way of reducing this type of risk is to diversify the investment portfolio.

d) liquidity risk, arising from the reduced ability to recover capital in a timely manner due to the small number of transactions or the small volume of trading on the markets where the assets in the company's portfolio are traded;

e) the shares of S.I.F. the risk of suspension of the shares of S.I.F. Oltenia S.A. from the trading, which results in decisions of the Financial Supervisory Authority or the market operator taken with the aim of protecting investors' interests and maintaining an orderly market.

f) the risk of implementing the strategy of S.I.F. Oltenia S.A. as regards the companies in the portfolio, which occurs in the case of the companies in the portfolio where S.I.F. Oltenia S.A. has no control position; the implementation of its own strategy to improve the transparency and activity of those companies does not depend exclusively on the will of S.I.F. Oltenia S.A.

SECTION 3 – KEY INFORMATION

Point 3.1

S.I.F. Oltenia S.A. applies internal rules and procedures which aim to avoid conflict of interest by implementing appropriate mechanisms which take into account to the nature, scale and complexity of the activities performed. The internal policies, rules and procedures implemented by S.I.F. Oltenia S.A. create the conditions for the independent exercise of functional tasks by the relevant persons involved in activities that may involve the potential risk of conflict of interest.

The General Shareholder Meeting of S.I.F. Oltenia S.A. is the supreme management body of the company, which decides on its economic policy and its activity in accordance with the mandate received from the shareholders. The issuance of new securities by S.I.F. Oltenia S.A. can only be conducted after the express approval of the general shareholder meeting of S.I.F. Oltenia S.A., in compliance with the legal provisions in force and the regulations of the Financial Supervisory Authority. The enforcement of the resolutions of the general shareholder meeting is the responsibility of the management structure. In order to comply with the decisions approved in the general shareholder meeting, the members of the Board of Directors and senior management shall meet requirements of good repute, professional competence and experience and shall comply with the procedure for avoiding conflicts of interests of the company.

At the time of preparation of this Note on securities, no involved natural and legal persons were identified whose interests would be likely to constitute possible conflicts of interest.

Point 3.2

This Note on securities has been drawn up as part of the simplified prospectus, in accordance with the provisions of Article 14 of Regulation (EU) 2017/1129 *on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, And repealing Directive 2003/71/EC*, in order to update the documents of association and operation of S.I.F. Oltenia S.A. to qualify for the class of diversified, self-managed and closed-ended alternative investment funds for retail investors (AIFRI), in accordance with the provisions of Law no. 243/2019 *on the Regulation of alternative investment funds and for amending and supplementing certain regulatory acts* and FSA Regulation no. 7/2020 on the authorization and operation of

alternative investment funds.

Point 3.3

The working capital, as the difference of total assets and total current liabilities, was – on 30.11.2020 - worth 1,924,303,357 RON.

SIF Oltenia S.A., through the persons mentioned in point 1.1, states that in its opinion its working capital is sufficient for its current obligations.

Point 3.4

S.I.F. Oltenia S.A., through the persons mentioned in point 1.1, declares that the indebtedness, at the time of the preparation of this Note on securities, is equal to zero. On 29.06.2020, S.I.F. Oltenia S.A. took out a loan of 30 million RON from Banca Transilvania SA Cluj-Napoca (*based on the decision of the Board of Directors dated 25.06.2020*), intended to pay dividends to the shareholders of S.I.F. Oltenia S.A., which was fully reimbursed on 20.08.2020 (*total costs generated by obtaining the loan, including those relating to the constitution and registration of the guarantees for S.I.F. Oltenia S.A. were 198,779 RON*).

The main liabilities of the company as of 30.11.2020 are: payment dividends for the years 2013-2019 (61,749,135 RON), taxes and duties (144,305 RON), deferred tax liabilities (104,156,734 RON), staff liabilities (196,811 RON), commercial debts (105,354 RON), deferred income (22,112 RON) and provisions (5,503,567 RON).

At the time of preparation of this Note on securities (12.01.2021), the market capitalization of S.I.F. Oltenia S.A. is 973,808,151.695 RON (the closing price of the SIF5 share is 1.865 RON per share on 12.01.2021).

SECTION 4 – INFORMATION ON THE SECURITIES

Point 4.1

Name of the securities:	SIF5 shares — ISIN: ROSIFEACNOR4
Issuer	Societatea de Investiții Financiare Oltenia S.A.
LEI Code	254900VTOM8GL8TVH59
Registered head office of the issuer:	1 Tufanele street, Craiova, zip code 200767, phone: (+4)0251.41.93.98, 0251-41.93.97, fax (+4)0251.41.93.40, website: www.sifolt.ro, e-mail: public@sifolt.ro
Total number of issued shares:	522,149,143 (at the time of drawing up the simplified prospectus)
Total no. of shares in circulation:	500,000,000 (at the time of drawing up the simplified prospectus)
Nominal value	0.1 RON/share

The shares issued by S.I.F. Oltenia S.A. are ordinary, nominative, of equal value, issued in a dematerialized form, fully paid when subscribed, registered to the account and granting equal rights to their holders, except for the limitations in the legal provisions and regulations; indivisible, the issuer recognizes a single representative for the exercise of the rights resulting from a share; each share shall give the right to a vote

On 29 October 2020, the extraordinary general shareholder meeting of S.I.F. Oltenia S.A. approved the reduction of the subscribed share capital of the Company from 52,214,914.3 RON to 50,000,000 RON, by cancelling a number of 22,149,143 own shares acquired by the Company following the period 22.07.2020-04.08.2020 of the public offer to buy its own shares in the application of the

redemption program approved by the general meeting of shareholders. Oltenia S.A.. After meeting the requirements specified by Law no. 1990 the operation of the capital reduction of S.I.F. Oltenia S.A. will be subject to authorization by the Financial Supervisory Authority.

Point 4.2

The currency in which the shares of S.I.F. Oltenia S.A. are issued and traded on the regulated market organized by the Bucharest Stock Exchange is the national currency, leu (RON).

Point 4.3

S.I.F. Oltenia S.A. may issue new shares only with the approval of the extraordinary general shareholder meeting and on the basis of a prospectus approved by the Financial Supervisory Authority. The issue of new shares requires the approval of amendments to the Company's Articles of Association, pursuant to a decision of the extraordinary general shareholder meeting and the authorization of the Financial Supervisory Authority.

Point 4.4

There are no restrictions on the free transferability of the shares of S.I.F. Oltenia S.A. in circulation. Shares shall be freely negotiable and transferable.

However, for certain categories of investors (*included in the category of persons having access to inside information/company details*), the following restrictions are applicable under the internal procedure for transactions in shares of the issuer S.I.F. Oltenia S.A.:

- 30 days before publication of an annual or intermediate financial report;
- for the period from 10 of each month to the date of publication of the net asset value on the BVB market operator's website.

Point 4.5

The tax treatment of dividend income and the gain on the transfer of securities is specified in the updated Law no. 227/2015 ('the tax Code'). In the case of Romanian natural persons, these amounts are taxed according to Title IV of Law no. 227/2015, and in the case of Romanian legal persons, the provisions contained in Title II of Law no. 227/2015 are the same. In the case of non-resident shareholders, the Romanian fiscal legislation is interpreted by reference to the provisions of the double taxation avoidance conventions Romania is a party to. The tax law of the Member State of the equity investor S.I.F. Oltenia S.A. may have an impact on the income from the securities.

Point 4.6

Not applicable

Point 4.7

The shares issued by S.I.F. Oltenia S.A. are ordinary, nominative, of equal value, issued in a dematerialized form, fully paid when subscribed, registered to the account and granting equal rights to their holders, except for the limitations in the legal provisions and regulations. Each share gives the right to one vote, except for the limitations laid down in the articles of association of S.I.F.

Oltenia SA or in the regulations and legal provisions.

According to the Romanian capital market legislation, there are certain restrictions associated with the acquisition of shares issued by S.I.F. Oltenia S.A., among which the provisions of:

- Law no. 24/2017 on issuers of financial instruments and market operations, such as those relating to the obligations to launch a mandatory takeover offer of the person who, as a result of its acquisitions or of persons with whom it acts in concert, holds shares issued by S.I.F. Oltenia S.A., which, added to its previous holdings or to the persons acting in concert, confers directly or indirectly more than 33 % of the voting rights on the issuer;
- The FSA Regulation no. 3/2016 on the applicable criteria and procedure for the prudential assessment of purchases and increases in the participations to entities regulated by the Financial Supervisory Authority, i.e. those regarding the submission of the purchase of a qualified participation – for prior approval by the Financial Supervisory Authority.

The shares of S.I.F. Oltenia S.A. confer on its holders the following rights:

- ownership of a share of the company which arises from *the date of acquisition* of the shares;
- the right to vote at general meetings, which shall be created by holding the position of shareholder on *the reference date* set by the convocation of the general shareholder meeting;
- the right of participation to profit, for the persons holding the status of shareholders of S.I.F. Oltenia S.A. on *the registration date*;
- the right to a share of the amounts resulting from the possible liquidation of the firm in proportion to the number of shares held.

The rights and obligations deriving from the holding of shares in S.I.F. Oltenia S.A. is transferred to the purchasers together with the shares.

By decision of the General Shareholder Meeting of S.I.F. Oltenia S.A., the transfer to income of dividends not covered by shareholders may be authorized for more than three years from the date of their chargeability (*the dividend is extinguished by prescription*).

The dividend distribution policy is made public by S.I.F. Oltenia S.A. prior to the date of commencement of the dividend payment. Under this document, dividend payment mechanisms are provided for each type of shareholder (resident/non-resident natural and legal persons). The tax status of dividends distributed by S.I.F. Oltenia S.A. takes into account the relevant provisions of the Fiscal Code, as well as, where applicable, the provisions of double taxation conventions entered between Romania and the shareholder's country of residence.

The Board of Directors of S.I.F. Oltenia S.A. proposes the amount of the dividend for a share held, which it submits to the general meeting of approval of the annual financial statements. By the date of preparation of this Note on securities, S.I.F. Oltenia S.A. has not distributed interim dividends.

S.I.F. Oltenia S.A. may redeem its own shares, under the conditions laid down in Law no. 31/1990 on companies, the applicable regulations of the Financial Supervisory Authority and any other applicable legal regulations. Redeemed shares may be used for the purpose of reducing the share capital, for the settlement of the share price on the capital market and/or for the granting of incentives, for the purpose of loyalty, to members of the Board of Directors, the upper management and employees of the company, on the basis of a stock option plan, subject to the provisions laid down by law. The extraordinary general shareholder meeting shall decide on the initiation of a buy-back offer, the terms of its conduct and the purpose for which it is necessary. The tender documentation shall be made public only after approval by the Financial Supervisory Authority.

The shares issued by S.I.F. Oltenia S.A. do not give any entitlement to dividends during their holding by S.I.F. Oltenia S.A., and the voting rights will be suspended for the period of their ownership by the company. Any conversion of shares/a part of the shares in S.I.F. Oltenia S.A. from ordinary shares into another category of shares (such as preferential ones with priority dividend without voting) must be carried out in compliance with the legal limitations, in particular those imposed by Law no. 31/1990 (i.e. pursuant to an explicit decision to this purpose, adopted by the extraordinary general shareholder meeting of S.I.F. Oltenia S.A.).

Point 4.8

The shares issued by S.I.F. Oltenia S.A. are freely traded on the regulated market organized by the Bucharest Stock Exchange, according to the primary and secondary regulations issued by the Financial Supervisory Authority.

However, Romanian law contains certain restrictions on the acquisition of own shares issued by S.I.F. Oltenia S.A., such as:

(a) those included in Law no. 24/2017 on issuers of financial instruments and market operations, as regards obligations to carry out a mandatory takeover bid, if the threshold of 33 % of voting rights or qualified participations or of subjecting is reached, or the obligations to submit to the prior approval of the Financial Supervisory Authority, acquisitions of qualifying holdings (*direct and indirect holding of the voting rights or the capital of the company, representing at least 10 % of the voting rights or which makes it possible to exercise a significant influence on the management of the company*);

(b) the company is authorized as an alternative investment fund manager, meaning that it is subject to the provisions of Regulation no. 33/2016 on the applicable criteria and the procedure for the prudential assessment of acquisitions and increases of holdings in entities regulated by the Financial Supervisory Authority, applicable to potential purchasers and significant shareholders in alternative investment fund managers.

Point 4.9

Not applicable

S.I.F. Oltenia S.A.

President/General Manager

Sorin-Iulian Cioacă

Vice-president/Deputy General Manager

Mihai Trifu