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Capital Social: 98.947.917,60 LEI  
Depozitar: BRD-GSG, Bucuresti  
CIF: 2816642  
EUID: ROONRC. 1/04/2400/1992  
Nr. Registru ASF: PJR07<sup>1</sup>AFIAA/040002  
Cod LEI: 254900Y1O0025N04US14  
Cod ISIN: ROSIFBACNOR0

**Current Report** according to: Law 24/2017, FSA Regulation 5/2018  
Report date: November 20, 2020  
Regulated market on which the issued securities are traded:  
*Bucharest Stock Exchange, Premium Category*

**To: BUCHAREST STOCK EXCHANGE**  
**FINANCIAL SUPERVISORY AUTHORITY**  
**Financial Instruments and Investments Sector**

### **Important events - Convening the OGMS on January 28/29, 2021**

The Board of Directors decided to **convene the Ordinary General Meeting of SIF Moldova shareholders** on **January 28/29, 2021**. Only shareholders registered in the shareholders' register at the end of **January 11, 2021** (reference date) may participate and vote at the meeting.

#### **The main topics on the agenda:**

#### **1. Election of the company's Board of Directors members for a term of 4 years, April 5, 2021 – April 5, 2025**

The date of the General Meeting was established in accordance with the terms imposed by the FSA Regulation no. 1/2019 regarding the procedure for electing the directors before the current Board mandate expiration, as follows:

- December 10 - publishing the conditions and content of the application file;
- December 14-17 - the period for submitting applications;
- December 22 - publishing the result of the evaluation of the candidates' adequacy performed by the company and registration on the ballot papers;
- January 20-26 - the voting period;
- January 28/29 - adoption of the OGMS decision on electing the members of the Board of Directors;
- February 3 - deadline for sending to FSA the files of the directors elected for the evaluation of the adequacy and the approval by the Authority.

The exercise of the attributions related to the director's position is done only after obtaining the authorization issued by the FSA, starting with April 5, 2021.

#### **2. Approval of the Remuneration Policy for the members of the Board of Directors and the managers**

The approval of the remuneration policy by the shareholders is a new legislative requirement for the listed companies, valid from August 2020 (art. 92 index 1 of Law no. 24/2017 on issuers of the financial instruments and market operations).

We specify that SIF Moldova SA, as Alternative Investment Funds Manager authorized by FSA, has developed a remuneration policy according to Law no. 74/2015 regarding the alternative funds managers, available on the website [www.sifm.ro](http://www.sifm.ro).

**3. Approval of the administration and management contracts that will be concluded by the company with the members of the Board of Directors, namely with the managers, for the mandate 2021-2025**

The contracts are in compliance with the provisions of the Memorandum of Association in force and with the remuneration policy of the company subject to the shareholders' vote.

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**In the context of the COVID-19 pandemic, SIF Moldova recommends to the shareholders to vote by correspondence at the General Meeting of Shareholders of January 28/29, 2021 (voting by electronic correspondence or by mail / courier).**

The Board of Directors recommends to the shareholders to consult the documents available on the website [www.sifm.ro](http://www.sifm.ro), starting with the data from the OGMS convener.

**Claudiu DOROȘ**  
**CEO**

Michaela Pușcaș  
Compliance Officer



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## CONVENING NOTICE

THE BOARD OF DIRECTORS of SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA SA (the Company) headquartered in Bacău, Pictor Aman Street no. 94C, Bacău district, registered in the Trade Registry under no. J04/2400/1992 and in FSA registry under no. PJR07<sup>1</sup>AFIAA/040002, ISIN ROSIFBACNOR0, sole registration code 2816642, EUID: ROONRC. J/04/2400/1992, with 989.479.176 lei subscribed and paid up capital.

### CONVENES

**the ordinary general meeting of shareholders of SIF MOLDOVA SA (OGMS) on the 28<sup>th</sup> January 2021 at 10<sup>00</sup>.**

The session of the General Meeting of Shareholders will be held at the headquarters of SIF Moldova SA from Bacău, 94C Pictor Aman street, ground floor, in “Ioan Maric” hall.

The convening is conducted in compliance with the provisions of Law no. 24/2017 regarding the issuers of financial instruments and market operations, Law no. 243/2019 regarding alternative investment funds, Law no. 74/2015 regarding alternative funds managers and regulations of the Financial Supervision Authority for their application, FSA Regulation no. 1/2019 on the evaluation and approval of the members of management structure and individuals holding key positions in entities regulated by the Financial Supervision Authority, Companies’ Law no. 31/1990 and the provisions of SIF Moldova SA’s “Memorandum of Association” (FSA authorization no. 142/12.08.2020 – [www.sifm.ro](http://www.sifm.ro)).

The Company’s share capital is comprised of 989.479.176 nominative shares, with a nominal value of 0,1 lei, dematerialized and undividable, each share conferring the right to one vote in the general meeting of shareholders, with the exception of a number of 6.620.593 shares redeemed by SIF Moldova, in compliance with EGMS resolution no. 4 on 25.04.2016 (published in the Official Journal of Romania Part IV no. 1861/16.05.2016), EGMS resolution no. 3 on 18.04.2019 (published in the Official Journal of Romania, Part IV no. 2124/21.05.2019) and EGMS resolution no. 4 on 27.04.2020 (published in Official Journal of Romania, Part IV no. 1655 on 11.05.2020), representing 0,67% of the share capital, whose vote right is suspended in compliance with article 105 line 2 Companies’ Law no. 31/1990 on the convening date. The redemption program is currently running; shares redeemed on the reference date 11<sup>th</sup> January 2021 will be displayed on the website - [www.sifm.ro](http://www.sifm.ro).

Only the shareholders registered in the Shareholders’ Register held by Depozitarul Central S.A. by the end of **11<sup>th</sup> January 2021**, set as **reference date**.

## AGENDA

1	Election of the secretariat of the Ordinary General Meeting of shareholders from among the shareholders of the company, in compliance with art. 129, line (2) of Companies' Law no. 31/1990.
2	Election of the members of the company's Board of Directors for a 4 years' mandate, starting on 5 <sup>th</sup> April 2021 until 5 <sup>th</sup> April 2025, with the mention that the exercise of administrator-related attributions are to be exercised only after the receipt of the approval decision issued by the Financial Supervision Authority.
3	Approval of the Remuneration Policy for the leaders of the company (members of the Board of Directors and directors), in compliance with the provisions of art. 92 index 1 of Law no. 24/2017 on the issuers of financial instruments and market operations.
4	Approval of the administration and management contracts to be entered by the company with the members of the Board of Directors, namely the managers of the company, for the duration of the 2021-2025 mandate.
5	Approval of the date of 16 <sup>th</sup> February 2021 as registration date (ex-date 15 <sup>th</sup> February) for the shareholders affected by the effects of resolutions adopted by the ordinary general meeting of shareholders.
6	Authorization of the Board of Directors and its individual members to implement the resolutions adopted by the ordinary general meeting of shareholders. Authorization, with substitution option, of the CEO and/or Deputy CEO to carry out all legal procedures and formalities and sign any documents necessary for the implementations of the resolutions of the Ordinary General Meeting of Shareholders, including the formalities and Trade Registry publication and registration.

### **I. Shareholders' rights to participate to the General Meetings of Shareholders pursuant to the regulations applicable in the field, the provisions of the Memorandum of Association and Organization and Conducting procedures approved by the Board of Directors and published on [www.sifm.ro](http://www.sifm.ro) website.**

Only the shareholders registered in the shareholders' register by the reference date **11<sup>th</sup> January 2021** may attend the General Meeting of Shareholders:

- a) In person or through legal representatives (in case of companies)
- b) Through representative based on special or general proxy,
- c) Written or electronic ballot, in compliance with the procedures published on the website [www.sifm.ro](http://www.sifm.ro).

**The access of natural individuals shareholders**, entitled to participate to the General Meeting of Shareholders is granted based on simple proof of identity, based on their identity documents.

**Corporate shareholders, or entities without legal personality**, may participate to the General Meeting of Shareholders through their legal representative.

*The legal representative status* is ascertained based on the shareholders' list on the reference date, as received by the Central Depository. In case the data regarding the legal representative status have not been updated in the Central depository by

corporate shareholder appropriately on the reference date, proof of legal representative status shall be made based on a confirmation of company details issued by the Trade Registry, in copy according to the original, or any other document issued by a competent authority of the state the shareholder is legally registered in, that certifies the legal representative status, still valid.

The documents certifying the legal representative status drawn up in a foreign language, other than English will be accompanied by a translation made by a sworn translator into the Romanian or English language. .

Shareholders who do not have exercise capacity and legal entities may be represented through their legal representatives, who in their turn may authorize other individuals for representation in that particular general meeting.

### **Special proxy, General proxy and written or electronic ballot**

**Special proxies** and **ballots**, compliant with applicable legal provisions are provided to the shareholders at the headquarters of the Company, and on the website [www.sifm.ro](http://www.sifm.ro).

Vote exercise starts on **18<sup>th</sup> January 2021**.

The casting of vote options through proxies, written or electronic shall be allowed until **26<sup>th</sup> January 2021, at 10<sup>00</sup>**, under the sanction of losing the right to exercise the vote in the general meeting of shareholders.

**Special power of attorney** is granted by a shareholder to an individual and contains specific vote instructions from the issuing shareholder, for each item on the agenda.

The shareholder may appoint a single individual to represent him and an alternate representative in case the designated representative is unable to fulfill his/her mandate. A shareholder is allowed to grant a Special Proxy to *a single representative*.

The representation of shareholders in the General Meeting by other individuals is also allowed based on a **general proxy**, accompanied by the affidavit of the legal representative of the intermediary (defined in compliance with art. 2 line (1) item 20 of Law no. 24/2017) or the attorney who has been granted representation proxy according to applicable law and SIF Moldova's GMS' Procedures, presented on [www.sifm.ro](http://www.sifm.ro) website. General proxy is granted by the shareholder for the entire holding on the reference date and submitted to the Company in company, General proxies are presented /submitted accompanied by the documents according to the procedure, at the Company's headquarters (*Bacau, code 600164, Pictor Aman Street no. 94 C, 2<sup>nd</sup> floor, secretariat*) on work days between 9-16:00, or submitted as electronic document with extended electronic signature, pursuant to Law no. 455/2001 regarding electronic signature, through e-mail at [AGA@sifm.ro](mailto:AGA@sifm.ro), *up to the deadline – 26<sup>th</sup> January 2021, at 10<sup>00</sup>*.

The special proxies and written ballots forms, signed in own handwriting, in original, accompanied by the documents according to the Procedures approved and published in compliance with the provisions of the Memorandum of Association are filed/submitted to the headquarters of the company ( Bacau, code 600164, Pictor Aman Street no. 94 C, 2nd floor, secretariat) on work days, between 9-16:00 (or submitted as electronic documents with extended electronic signature in compliance

with Law no. 455/2001 regarding electronic signature, through e-mail, to the following address: AGA@sifm.ro, up to the deadline – **26<sup>th</sup> January 2021, at 10<sup>00</sup>**.

The revocation of a general/special proxy may be made in writing through any of the assignment forms and should be submitted no later than **26<sup>th</sup> January 2021, at 10<sup>00</sup>**.

General/special proxies bearing a later date (registered up to the deadline on **26<sup>th</sup> January 2021, at 10<sup>00</sup>**) have the effect of revoking the previously issued proxies.

Shareholders who have voted through special proxies or ballots may modify their initial vote option, the last vote cast being the valid one, provided that it was expressed and registered up to the deadline on **26<sup>th</sup> January 2021, at 10<sup>00</sup>**.

In case the shareholder who has voted by correspondence attends the General Meeting of Shareholders personally or through a representative, the vote expressed by correspondence is cancelled, the vote expressed in person, or through representative being the one taken into consideration.

If the person attending the General Meeting is different than the one who had cast the vote by correspondence, for the validity of his/her vote, the person shall present a written revocation of the vote by correspondence at the General Meeting, signed by the shareholder or the representative who has voted by correspondence.

Direct participation of the shareholder to the General Meeting of Shareholders, either in person or through his/her legal representative removes any other vote options previously submitted.

**Electronic vote** may be exercised based on a qualified digital certificate, accessing the secured application “electronic vote” on the website [www.sifm.ro](http://www.sifm.ro), according to the Procedure for correspondence vote exercise, published on [www.sifm.ro](http://www.sifm.ro) website

## **II. Shareholders’ right to submit candidate suggestions for the administrator positions.**

The current members of the Board of Directors have the right to appoint individuals to candidate for the administrator position, in compliance with art. 137<sup>1</sup> Companies’ Law no. 31/1990.

The information regarding the minimum conditions that must be met by an individual to be part of SIF Moldova’s management structure, in compliance with applicable legal provisions and documents of the application file, approved by the Board of Directors, shall be made available to the interested parties by publication on the official website of SIF Moldova, [www.sifm.ro](http://www.sifm.ro), starting on **10<sup>th</sup> December 2020**.

The candidates for the director position shall submit the application files at the headquarters of the company (*Bacău, code 600164, 94C Pictor Aman Street street, 2<sup>nd</sup> floor, Secretariat*) between **14-17<sup>th</sup> December 2020**, in original, by mail, courier services or directly at the company's registry. The files shall be registered at the registry of the company, in chronological order of their submission.

The list of candidates shall be drafted following the completion of the submission, analysis and adequacy evaluation procedure, in compliance with the

provisions of FSA Regulation no. 1/2019 on the evaluation and approval of the member of management structure and individuals holding key-positions in entities regulated by the Financial Supervision Authority and applicable SIF Moldova regulations.

The evaluation of candidates for the administrator position will be made by the Appointing and Remuneration committee and submitted for analysis to the Board of Directors who will endorse the candidates list.

Based on the provisions of art. 24 (4) letter b) reported to art. 22 para. (4) and (5) of the FSA Regulation no. 1/2019 corroborated with the provisions of art. 117 (6) and art. 137 ^ 1 of Law no. 31/1990 regarding the companies, the list of recruited or selected candidates, including information on the name, place of residence, professional qualification and the result of the evaluation performed by the company, will be made available to the shareholders on the website [www.sifm.ro](http://www.sifm.ro) on **December 22, 2020**.

### **III. The Shareholders' right to enter new items on the Agenda of the General Meeting of Shareholders and make resolutions suggestions for existing items on the agenda or items suggested to be included on the agenda.**

**One or more shareholder representing either alone or together at least 5% of the share capital**, may exercise their rights foreseen by art. 92 line (3) *Law no. 24/2017 on the issuers of financial instruments and market operations* and art. 189, art. 199 of *FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations*, corroborated with the provisions of *Art. 117 index 1 Companies Law no. 31/1990*, **only in writing**, by **9<sup>th</sup> December 2020, at 16<sup>00</sup>**, by submitting the documents in original at the headquarters of the Company (Bacău, code 600164, Pictor Aman Street no. 94C, 2nd floor, Secretariat), or by submission with extended electronic signature to the email address: [AGA@sifm.ro](mailto:AGA@sifm.ro) (according to Law no. 455/2001 on extended signature). The requests must be accompanied by a justification and/or draft resolution suggested for the approval of the General Meeting of Shareholders.

The shareholder status and legal representative status in case of corporate shareholders or entities without legal personality is proven based on the documents issued by the Central Depository or participants supplying custodian services (art. 194 of FSA regulation no. 5/2018): bank excerpt indicating the shareholder status and number of shares held along with documents certifying the registration of the information regarding the legal representative with the Central Depository or certified custodian (art. 91 line (11) Law no. 24/2017).

### **IV. Shareholders' right to ask questions regarding the agenda of the General Meetings of Shareholders**

Shareholders may exercise their rights foreseen by art. 198-199 FSA Regulation no. 5/2018 by the **26<sup>th</sup> December 2021, at 10<sup>00</sup>**. SIF Moldova SA may respond by posting the answer on its own website, in the "Frequently Asked Questions" section or during the General Meetings, if the requested information is public and cannot be found in the documents related to the agenda of institutional reports drawn up.

**The shareholders' questions shall be submitted in writing**, by submitting the documents in original at the headquarters of the company (*Bacău, code 600164, Pictor Aman Street no. 94C, 2<sup>nd</sup> floor, "secretariat"*), or by submitting them

with extended electronic signature via email to [AGA@sifm.ro](mailto:AGA@sifm.ro) (according to Law no. 455/2001 on electronic signature).

Shareholder status (natural individual or legal representative of a company) is ascertained based on the shareholders' register on the reference date, based on identity documents, or before receipt, according to item II of the present Convening Notice).

## V. Documents corresponding to the General Meeting of Shareholders

**The documents corresponding to the items on the agenda**, are provided to the shareholders on the website [www.sifm.ro](http://www.sifm.ro) and may also be consulted at the headquarters of the Company (*Bacau, code 600164, Pictor Aman Street no. 94 C, 2<sup>nd</sup> floor, secretariat*) on work days between 9-16:00.

**The documents corresponding to the items on the agenda, draft resolutions and vote forms that include the candidates for the administrator position**, are provided to the shareholders starting on **22<sup>nd</sup> December 2020**.

**The procedure for organizing and holding** the General Meeting of Shareholders includes: Voting procedure by representative (special power of attorney, general power of attorney), Voting procedure by correspondence (written or electronic ballot), General procedure of the Ordinary General Meeting of Shareholders, functioning of the bodies of the general meeting and clarifications regarding the conduct of the general assembly shall be made available to the shareholders starting with **December 10, 2020**.

**The session of the Ordinary General meeting may be viewed based on the access elements by the shareholders registered up to the reference date by accessing the website [www.sifm.ro](http://www.sifm.ro)** (more details in the GMS Conducting Procedure).

**We provide the live translation of debates in the English language.**

In case the statutory and legal quorum requirements are not met on the first convening, the ordinary general meeting of SIF Moldova's shareholders is convened for the **29<sup>th</sup> January 2021, at 10<sup>00</sup>**, with the same agenda and venue.

Given the context of the COVID-19 pandemic, the exceptional measures instituted by authorities on Romanian territory, and given the measures adopted by the Company's management to ensure the continuity of activity, protection of staff's health and safety, the good running of the relationship with the clients/investors, business partners, market institution, **SIF Moldova strongly recommends its shareholders to vote through correspondence at the General Meeting of Shareholders on the 28/29<sup>th</sup> January 2021 (preferably through electronic vote**, through the secure application "electronic vote" using extended electronic signature, pursuant to Law no. 455/2001 regarding electronic signature, and in subsidiary vote through correspondence, delivery services or submission in person at the Company's registry).

**President of the Board of Directors  
Costel CEOCEA**