

CURRENT REPORT

Current Report according to:	Law 24/2017, FSA Regulation 5/2018
Report date:	11.01.2024
Name of the issuing entity:	Societatea de Investiții Financiare MUNTENIA SA
Registered office:	București, S.V. Rahmaninov Str, no.46-48, district 2
Phone/fax number:	021.387.3210 / 021.387.3265
Sole Registration Code:	3168735
Order number in the Trade Register:	J40/27499/1992
Subscribed and paid-up share capital:	78.464.520,10 lei
Regulated market on which issued securities are traded	Bucharest Stock Exchange

Important event to be reported:

The Decision of the Board of Directors of SAI MUNTENIA INVEST S.A. at the meeting held on 10.01.2024 regarding the convening of SIF MUNTENIA S.A. Shareholders Ordinary General Meeting for 13/14 of February 2024

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

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

HEREBY CONVENES

The Shareholders' Ordinary General Meeting ("SOGM") for 13.02.2024, at 15.00 PM at the address in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 1, District 2, for all the Company shareholders entered in the Company Shareholder Register kept by Depozitarul Central S.A. as at the end of **05.02.2024**, considered to be the reference date..

In case of non-fulfilment of legal and statutory quorum conditions on the first convening date, a new meeting shall be convened for **14.02.2024, at 15.00 PM**, at the address in Bucharest, 46-48

Serghei Vasilievici Rahmaninov St., the ground floor, room 1, District 2, with the same agenda. The reference date for shareholders' vote participation in the second convened meeting remains the same, namely **05.02.2024**.

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

1. The appointment of the secretariat for the meeting, made up of three members, namely Mr. Gheorghe Marcel and Ms. Stratan Ana, with the identification data available at the Company headquarters. Mr. Gheorghe Marcel will be the secretary who prepares the minutes for the meeting. The proposed persons are shareholders of SIF Muntenia S.A.
2. The appointment of the committee for counting the votes ballots expressed by the shareholders for the items on the agenda of the meeting, namely Mr. Gheorghe Marcel and Ms. Stratan Ana, with the identification data available at the Company headquarters.
3. Approval of the re-election as sole administrator of the Company of S.A.I. Muntenia Invest S.A with headquarters in Bucharest, Serghei Vasilievichi Rachmaninov str., no. 46-48, ground floor, approx. 3, 4 and 5 and et. 2, sector 2, having the order number in the register of deeds J40/3307/1997 and the unique registration code 9415761, which will also exercise the function of alternative investment fund manager, for a term of 4 years, starting on 24.04.2024 and ending on 24.04.2028.
4. Approval of the remuneration due to the administrator of S.A.I. Muntenia Invest S.A., for its mandate from 24.04.2024 – 24.04.2028 in an amount equal to that provided for in the management contract concluded on 27.04.2020 between Societatea de Investiții Financiare Muntenia S.A. and S.A.I. Muntenia Invest S.A., respectively maintaining the amount stipulated in the said contract.
5. Approval of the 4-year extension of the Management Contract concluded on 27.04.2020 between Societatea de Investiții Financiare Muntenia S.A. and S.A.I. Muntenia Invest S.A., respectively the extension for the period 24.04.2024 – 24.04.2028 as a result of the re-election of the sole administrator and the conclusion of the additional act to the Management Contract, which modifies the duration of the said contract and updates it to the legal framework in force, in accordance with the content presented in the documents and informative materials of the meeting.
6. Approval of the authorization of the president of the Council of Shareholders' Representatives of Societății de Investiții Financiare Muntenia S.A. to sign the addendum to the management contract concluded on 27.04.2020 between Societatea de Investiții Financiare Muntenia S.A. and S.A.I. Muntenia Invest S.A., as approved and having the content presented in the documents and informative materials of the meeting.
7. Approval of the power of attorney of the Company administrator and Mr. Buică Nicușor Marian, legal representative of the administrator, S.A.I. Muntenia Invest S.A., to sign the decisions of the ordinary general meeting of the Company's shareholders and any other related documents, to represent the company and to carry out all the acts and formalities of publicity, registration and implementation of the decisions adopted by the ordinary general meeting of the Company's shareholders to any authorities or persons.
8. The approval of the date of 07.03.2024 as the record date and the date of 06.03.2024 as the ex-date, according to the provisions of art. 87, paragraph (1) of Law no. 24/2017 on issuers of financial instruments and market operations and the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations.

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

Documents related to the Ordinary General Meeting of Shareholders

All materials related to the Agenda of SOGM, the special Power of Attorney forms, the ballot papers for the vote by correspondence, the draft Decisions of the General Meeting, as well as the Procedure for exercising the right to vote shall be made available to shareholders starting on 12.01.2024.

The above-mentioned documents shall be made available to shareholders at the Company headquarters in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, every day, from Monday to Friday, between 10:00 and 12:00. Moreover, the documents may be accessed and/or downloaded from the Company website, at: www.sifmuntenia.ro, the *"Investor's Section – Corporate Events"*: *SIF Muntenia S.A. SOGM of 13/14.02.2024*".

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

In accordance with the legal provisions and the provisions of the Company's articles of incorporation, the election or appointment of the Company's administrator is done by secret ballot.

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

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

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

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

The rights referred to under letters (a) and (b) above may only be exercised in writing, and the proposals made shall be submitted by courier service or by electronic means, under the law, no later than **29.01.2024** inclusive. Requests prepared with a view to exercising the above-mentioned rights shall include the following entry, on each page, written clearly in capital letters: **"FOR THE SHAREHOLDERS' ORDINARY GENERAL MEETING FOR SIF MUNTENIA S.A. OF 13/14.02.2024"** and may be sent to the Company headquarters or to the email address listed in sub-section I.1.

I.1. – Methods of submission of the documents

Documents may be submitted as follows:

- By courier service, to the headquarters of SIF Muntenia S.A. in Bucharest, 46-48 Serghei Vasilievici Rahmaninov St., the ground floor, room 2, District 2, in original form;
- By email to vot.electronic@sifmuntenia.ro. Scanned copies of the documents shall be sent as attachments, as pdf. files, incorporating, attaching or logically associating the requesting shareholder's advanced electronic signature. Only documents bearing the advanced electronic signature complying with the requirements of Law no. 455/2001 regarding the electronic signature shall be accepted.

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

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

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

I.2. – Rules for shareholders' identification

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

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

These documents shall also be certified by the entry “certified true copy”, followed by the legal representative’s handwritten signature.

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

- A copy of the legal representative’s identity document, certified by the entry “certified true copy”, followed by the legal representative’s handwritten signature;
- documents certifying the registration of the information regarding the legal representative at Depozitarul Central S.A./participants provided for in art. 194 of the ASF Regulation no. 5/2018, if applicable.

For the reference date, the quality of legal representative is established based on the list of shareholders from the reference date received by the Company (issuer) from Depozitarul Central S.A., without the need for the shareholder to present and submit the documents certifying the entry of the information on the representative his legal For dates different from the reference date or if the information regarding the legal representative capacity is not entered in the list of shareholders as of the reference date received by the Company (issuer) from Depozitarul Central S.A., the shareholder will submit the documents certifying the legal representative capacity of the person respective legal.

- If the information from the shareholders' register kept by Depozitarul Central S.A. on the reference date they do not allow the identification of the legal representative of the Romanian legal entity shareholder, the identification can be made on the basis of a finding certificate issued by the National Office of the Trade Registry of Romania, in the original or a copy conforming to the original, or on the basis of any other relevant document similar, in the original or in a copy conforming to the original, issued by a competent Romanian authority. The documents certifying the capacity of legal representative must be issued no later than 3 months before the date of publication of the convener of the meeting.

(iii) For the identification of shareholders that are foreign legal persons the presentation and submission of the following documents is required:

- A copy of the legal representative's identity document, certified by the entry "certified true copy" in Romanian or in English, followed by the handwritten signature thereof;
- documents certifying the registration of information regarding the legal representative at Depozitarul Central S.A./participants provided for in art. 194 of the ASF Regulation no. 5/2018, if applicable.

For the reference date, the quality of legal representative is established based on the list of shareholders from the reference date received by the Company (issuer) from Depozitarul Central S.A., without the need for the shareholder to present and submit the documents certifying the entry of the information on the representative his legal For dates different from the reference date or if the information regarding the legal representative capacity is not entered in the list of shareholders as of the reference date received by the Company (issuer) from Depozitarul Central S.A., the shareholder will submit the documents certifying the legal representative capacity of to the foreign legal entity, respectively documents with legal force equivalent to the ascertaining certificate issued by the National Office of the Trade Registry of Romania, in the original or in a copy conforming to the original, by mentioning "in accordance with the original" in English, followed by the holographic signature, issued by to the competent authority in the state where the shareholder is legally registered, which certifies the capacity of legal representative. The documents attesting to the legal representative capacity will be issued no later than 3 months before the date of publication of the Convocation of the meeting.

(iv) For shareholders such as entities without legal personality the presentation and submission of the following documents is required:

- A copy of the legal representative's identity document, certified as a true copy by the entry "certified true copy" in Romanian or in English, followed by the handwritten signature;
- Documents certifying the registration of information regarding the legal representative at Depozitarul Central S.A./participants provided for in art. 194 of the ASF Regulation no. 5/2018, if applicable.

For the reference date, the quality of legal representative is established based on the list of shareholders from the reference date received by the Company (issuer) from Depozitarul Central S.A., without the need for the shareholder to present and submit the documents certifying the entry of the information on the representative his legal For dates different from the reference date or if the information regarding the legal representative capacity is not entered in the list of shareholders as of the reference date received by the Company (issuer) from Depozitarul Central S.A., the shareholder will submit the documents certifying the legal representative capacity of the entity respectively.

These documents will be submitted by the shareholder and issued by the competent authorities and will attest to the quality of legal representative, in accordance with the applicable legal provisions. The documents certifying the capacity of legal representative must be issued no later than 3 months before the date of publication of the convener of the meeting.

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

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

Shareholders may exercise the rights laid down in art. 198 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations by 06.02.2024 at the latest. Questions shall be submitted in writing using one of the methods specified in sub-section "Item I.1" hereof. The capacity of shareholder shall be proved according to the requirements set out in sub-section "Item I.2" hereof.

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

Item III – Participation in the Shareholders' General Meeting

All Company shareholders entered in the consolidated Shareholder Register drawn up by Depozitarul Central S.A. for the end of 05.02.2024 (the reference date) may participate in the Shareholders' General Meeting for SIF Muntenia S.A.

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

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

Shareholders entitled to participate in the Shareholders' General Meeting shall be allowed access by simply proving their identity, i.e. in the case of shareholders who are individuals, by way of the identity document thereof or, in the case of shareholders that are legal persons, by way of their legal representative's identity document and, in the case of legal entities and shareholders who are represented individuals, by way of the power of attorney given to the person representing them, according to the applicable legal provisions. The participation of shareholders in the meeting and the exercise of their right to vote within the meeting is also done in compliance with the procedures issued by the Company for this purpose.

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

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

If a shareholder is represented by a credit institution that provides custody services, it will be able to vote in the general meeting of shareholders based on the voting instructions received by electronic means of communication, without the need to draw up a special power of attorney or general by the shareholder. The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the capacity of shareholders on the reference date.

A special power of attorney may be granted to any person for the purposes of representation in a single general meeting and contains specific voting instructions from the shareholder, clearly specifying the voting option for each item on the Agenda of the Shareholders' General Meeting. In this case, the provisions of art. 125(5) of the Companies Law no. 31/1990 do not apply. If, within the Shareholders' General Meeting, items not included on the published Agenda are discussed, in accordance with the legal provisions, the attorney-in-fact may vote on them according to the represented shareholder's interest.

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

- 1) A copy shall be handed over to the attorney-in-fact;
- 2) The second copy shall remain with the represented shareholder;
- 3) The third copy shall be delivered in person or submitted to the headquarters of SIF Muntenia S.A. according to the rules presented in sub-section "Item I.1" no later than 11.02.2024 at 15.00.

If the special power of attorney is submitted by courier service, the shareholder's signature shall be certified by a notary public or by a lawyer.

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

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

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

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

The general power of attorney shall be accompanied by a solemn declaration made by the legal representative of the intermediary or by the lawyer that has received the power of attorney for representation purposes, showing that the power of attorney is granted by the relevant shareholder, as the customer or client, to the intermediary or to the lawyer, as the case may be, and that the general power of attorney is signed by the shareholder, including by the attachment of the advanced electronic signature, where applicable. The signed and, where appropriate, stamped declaration shall be submitted together with the general power of attorney to the headquarters of SIF Muntenia S.A., in original form, no later than 11.02.2024, at 15.00, in the event of a first-time use.

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

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

Item IV – The vote by correspondence

Shareholders may also vote by correspondence. The filled out, signed and, where appropriate, stamped ballot papers may be submitted to the headquarters of SIF Muntenia S.A. using one of the methods specified in sub-section "Item I.1" hereof. The ballot papers shall be accompanied by documents allowing the identification of the shareholders and their legal representatives, subject to the rules specified in sub-section "Item I.2" hereof. Only ballot papers received no later than 11.02.2024, at 15.00 shall be considered for the vote by correspondence.

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

Additional details on the voting procedure and the issue of special powers of attorney and ballot papers for the vote by correspondence may be found in the information materials to be made available to the shareholders from 12.01.2024.

SIF MUNTENIA SA
Represented by its Asset Management Company
SAI MUNTENIA INVEST SA

Nicușor Marian BUICĂ
CEO

Compliance Officer
Claudia Jianu