

SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.



Splaiul Unirii nr. 16, sector 4, 040035 București,
Înregistrată la O.R.C. J40/27499/1992, CUI 3168735, Capital social 80703651,5 lei
Înscrisă în registrul CNVM cu nr. PJR09SIIR/400005/15.06.2006 Autorizată prin Decizia CNVM nr. 1513/15.07.1999
Nr. Înreg. în Registrul de evidență a operatorilor de date cu caracter personal: 26531

administrata de

S.A.I. MUNTENIA INVEST S.A.

Înscrisă în registrul CNVM cu nr. PJR05SAIR/400006/13.01.2004 Tel: 021.387.3210, 0372.074110,
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ITEM 2 ON THE AGENDA

Shareholders General Ordinary Meeting of SIF MUNTENIA SA as of 26/27 April 2017

Proposal on net profit allocation

After analyzing the 2016 activity, the prospects of the economic environment and potential directions of development of SIF Muntenia, SAI Muntenia Invest, SIF Muntenia's Administrator, proposes and submits to shareholders' approval and proposes two options of allocation of the net profit.

OPTION 1 – DISTRIBUTION OF DIVIDENDS

Granting a gross dividend of 0.04 lei per share

The managing company's proposal allows both providing investors a competitive dividend yield received by investors in SIF Muntenia shares and ensures resources for a further sustainable growth of SIF Muntenia.

	31.12.2016
Total profit to be allocated, lei	50,386,184
Other reserves, representing own sources of development, lei	18,104,723
Total gross dividends to be distributed, lei	32,281,461
Gross dividends per share, lei	0.0400
Quota of dividend allocation, %	64.07

Gross dividend yield to closing price of SIF Muntenia share	6.10%
Gross dividend yield to the 2016 annual average trading value of SIF Muntenia share	6.55%

Approval of 12.09.2017 as record date, according to Art. 238 para. 1 of Law no. 297/2004.

Approval of 28 September 2017 as dividend payment date. The distribution of dividends to shareholders will be made in accordance with the legal provisions and the payment related costs will be borne by the shareholders from the net dividend value.

OPTION 2- SHARES BUYBACK

The purpose of the proposal presented below is to increase shares value and reduce the discount at which the shares of SIF Muntenia are traded on the BSE.

	31.12.2016
Total profit to be allocated, lei	50,386,184
Other reserves, representing own sources of development, lei	12,535,063
Reserve fund for shares buyback, lei	37,851,121
Quota of buyback allocation, %	75.12

It is proposed to buyback a maximum number of 27,036,515 shares, representing 3.35% of the shares issued by SIF Muntenia.

The **source** for the presented buyback program is the profit to be allocated by the company recorded in the financial statements approved by the SGOM (art. 103, index 1, para. 1) d) of Law no. 31/1990 on trading companies).

The **purpose** of the buyback program is to reduce the share capital through cancellation of redeemed shares.

The proposed **minimum price** per share is 0.6 lei.

The proposed **maximum price** per share is 1.4 lei.

The program **duration** is 12 months from the date of publishing the decision in the Official Gazette.

If this option of profit allocation will be approved by the SGM, SIF Muntenia's Administrator will convene and hold an extraordinary general meeting of shareholders which will decide on implementing the shares buyback program and corresponding reduction of SIF Muntenia share capital with the number of boughtback shares after its completion.

SIF MUNTENIA

**By the Administrator
SAI MUNTENIA INVEST SA**

**President of the Board of Directors,
Florica Trandafir**