

HOTARAREA NR. 1/12.02.2020

**Adunarea Generala Ordinara a Actionariatului
SAI Erste Asset Management SA**
cu sediul social in Bucuresti, Bld. Aviatorilor nr. 92,
Sector 1, inmatriculata la Registrul Comertului sub
nr. J40/17060/07.10.2008,
Codul Unic de Inregistrare RO24566377

Subscrisele,

Erste Asset Management GmbH, societate cu raspundere limitata, cu sediul in Am Belvedere 1, 1100 Viena, Austria, infiintata in conformitate cu legislatia Austriei, inregistrata la Curtea Comerciala din Viena sub nr. FN 102018b, reprezentata de Heinz Bednar si Winfried Buchbauer conform extrasului de registru

Si

EB Erste Bank Internationale Beteiligungen GmbH, societate cu raspundere limitata, cu sediul in Am Belvedere 1, 1100 Viena, Austria, inregistrata la Viena sub nr. FN 84751 i, reprezentata de Sagmeister Rudolf si Erich Hausner conform extrasului de registru,

In calitate de Actionari reprezentand 100% din capitalul social al SAI Erste Asset Management SA, cu sediul social in Bucuresti, Bld. Aviatorilor nr. 92, Sector 1, inmatriculata la Registrul Comertului sub nr. J40/17060/07.10.2008, Codul Unic de Inregistrare RO24566377 (Societatea),

Avand in vedere faptul ca, in conformitate cu Articolul 121 din Legea Societatilor nr 31/1990 astfel cum a fost modificata si republicata, precum si Articolul 7.5. din Actul Constitutiv al Societatii, Actionarii renunta la formalitatile de convocare a Adunarii Generale a Actionarilor,

DECISION NO. 1/12.02.2020

**Ordinary General Shareholders Meeting
SAI Erste Asset Management SA**
headquartered in Bucharest 1, 92 Aviatorilor Bld.,
registered with the Trade Register as no.
J40/17060/07.10.2008, VAT code RO24566377

The undersigned,

Erste Asset Management GmbH, a limited liability company, headquartered in Am Belvedere 1, 1100 Vienna, Austria, registered at Vienna Commercial Court under no FN 102018b, duly represented by Heinz Bednar and Winfried Buchbauer as per the Trade Registry excerpt

And

EB Erste Bank Internationale Beteiligungen GmbH, a limited liability company, headquartered in Am Belvedere 1, 1100 Vienna, Austria, registered in Vienna under no FN 84751 i, duly represented by Sagmeister Rudolf and Erich Hausner as per the Trade Registry excerpt

As shareholders representing 100% of the share capital of SAI Erste Asset Management SA, headquartered in Bucharest, 92 Aviatorilor Bld., sector 1, registered with the Trade Register as no. J40/17060/07.10.2008, VAT code RO24566377 (the Company),

Whereas, pursuant to Article 121 of the Companies Law no 31/1990, as further modified and republished, as well as Article 7.5. of the Company's Constitutive Act, the Shareholders gave up the formalities regarding the summoning of the General Meeting of the Shareholders,

<p>Actionarii hotarasc in unanimitate urmatoarele:</p> <ol style="list-style-type: none"> 1. Aprobarea Raportului Anual al Consiliului de Supraveghere pentru exercitiul financiar 2019. 2. Aprobarea Raportului Anual al Directoratului pentru exercitiul financiar 2019. 3. Prezentarea Raportului auditorului financiar pentru exercitiul financiar 2019. 4. Aprobarea situatiilor financiare anuale (bilantul contabil si contul de profit si pierdere) si aprobarea distribuirii profitului aferente exercitiului financiar 2019. 5. Aprobarea evaluarii activitatii membrilor Consiliului de Supraveghere si Directoratului si descarcarea de gestiune a acestora pentru exercitiul financiar 2019. 6. Aprobarea ca profitul pe anul 2019 in suma de 4.803.085,56 RON sa fie platita ca dividend. 7. Imputernicirea dlui. Horia Braun Erdei in vederea efectuarii tuturor procedurilor si formalitatilor de inregistrare si publicare a prezentei hotarari ale Adunarii Generale Ordinare a Actionarilor. 	<p>The shareholders unanimously decide as follows:</p> <ol style="list-style-type: none"> 1. Approval of the Annual Report of the Supervisory Board for the financial year 2019. 2. Approval of the Annual Report of the Management Board for the financial year 2019. 3. Presentation of the Financial Auditor's Report, for the financial year 2019. 4. Approval of the annual financial statements (balance sheet and profit and loss account) and the distribution of profit related to the financial year 2019. 5. Approval of the assessment of the activity of the members of the Supervisory Board and of the Management Board and discharge related to the financial year 2019. 6. Approval of the profit for 2019 amounting to RON 4.803.085,56 to be paid as dividend. 7. The empowerment of Horia Braun Erdei in view of performing all procedures and formalities as related to the registration and publication of the decision/s of the General Ordinary Meeting of Shareholders.
--	---

Erste Asset Management GmbH

Heinz Bednar

Winfried Buchbauer

EB Erste Bank Internationale Beteiligungen GmbH

Sagmeister Rudolf

Erich Hausner