

**BOARD OF DIRECTORS OF SIF HOTELURI SA** based in Oradea, Piata Emanuil Gojdu no.53, bl. A 10, with a share capital subscribed and paid 80.356.102,50 lei registered at ORC under the no. J5/126/1991, with VAT number R056150, met in the meeting of 03.02.2023 in accordance with the provisions of art. 117 in conjunction with art. 119 of Law 31/1990R on companies, with the provisions of art. 105 para. (23) from Law no. 24/2017 regarding issuers of financial instruments and market operations, of the ASF regulations and the provisions of the Constitutive Act,

### SUMMONS

The Extraordinary General Meeting of Shareholders (EGMS) on March, 09,23 at 12:00 in Oradea, Piata Emanuil Gojdu no. 53, bl. A 10. At the meeting are entitled to attend and vote only shareholders registered in the Register shareholders maintained by the Central Depository at the end of the day February, 27, 2023, establishing that date. Where the conditions of validity, the second meeting of EGMS is set for March, 10, 23 at 12:00, with the same agenda and the same address.

#### **The Extraordinary General Meeting of Shareholders shall have the following agenda:**

1. Approval of the reduction of the subscribed share capital of SIF Hoteluri S.A. from 80,356,102.50 lei (RON) to 6,428,488.20 lei (RON) by reducing the nominal value of SIF Hoteluri S.A. shares. from 2.50 lei (RON) to 0.20 lei (RON). The reduction of the share capital is justified by the need to optimize the share capital of SIF Hoteluri S.A., implying the return to the shareholders of a share of the contributions, proportional to the participation in the paid-up share capital of SIF Hoteluri S.A.

After the reduction, the subscribed capital of SIF Hoteluri S.A. will have the value of 6,428,488.20 lei (RON), divided into 32,142,441 ordinary shares, each with a nominal value of 0.20 lei (RON).

Approval of the amendment of art. 6 para. (1) from the Constitutive Act of SIF Hoteluri S.A. as follows: "(1) The subscribed and paid-up capital is 6,428,488.20 lei (RON), of which 840,052.52 lei (RON) in kind, divided into 32,142,441 shares. The social capital is divided into ordinary shares, in dematerialized form, by registration in the account, registered and indivisible, with a nominal value of 0.20 lei (RON)".

2. Approval of the payment of the amounts due to the shareholders registered in the register of shareholders of SIF Hoteluri S.A. on the Registration Date of this AGM of 2.3 lei (RON)/share, in proportion to their participation in the paid-up share capital of the SIF Hoteluri S.A. company. The payment will start on 16.06.2023, the Payment Date of this AGM, under the condition that the reduction of the share capital to become effective, by registering the share capital reduction operation at the trade registry office and at the capital market institutions.
3. Approval of 06.07.2023 as registration date and 06.06.2023 as ex date, in accordance with the provisions of art. 87 para. (1) from Law no. 24/2017 and of the ASF Regulation no. 5/2018.
4. Approval of the power of attorney:
  - a) To the President of the A.G.E.A. meeting. for signing the adopted decisions and the updated form of the Constitutive Act, following the approved changes.
  - b) To the General Director, with the possibility of substitution, for carrying out the necessary formalities for the operation of the reduction of the share capital, the submission/registration of the updated form of the Constitutive Act at the Trade Registry

Office, the publication in the Official Gazette of Romania Part IV, as well as signing any documents related to them and to fulfill all the procedures and formalities provided by law for the purpose of implementing the shareholders' decisions, including the formalities of their publication and registration at the Trade Registry or any other public institution.

5. Approval of carrying out the operations of conversion into cash assets of the nature of financial assets owned by the company in order to ensure the financing sources of the operation of reducing the share capital in the amount stipulated in the request made by the shareholder SIF Banat-Crișana S.A.
6. The authorization with authority and full powers of Mr. Vasile Radu Bîrlea, General Manager of SIF Hotels S.A., with the possibility of substitution, to take all the necessary measures, to sign any documents and to complete any procedures or formalities necessary to carry out the decision related to point 5 on the AGEA agenda, within the limits established by the AGEA and the decisions of the board of directors of SIF Hoteluri S.A.

Items on the agenda no. 1, 2, 3 and 4 are proposed by the shareholder SIF Banat-Crisana SA, and points 5 and 6 are proposed by the Board of Directors.

Shareholders may exercise their right to vote, by representative or by mail. Representation of shareholders in general meeting of shareholders can be made by persons other than shareholders, by a general or special powers. General authorization may be granted to a shareholder, as a customer, only a lawyer or intermediary defined in Art. 2 para. 1 pt. 19 of Law no. 24/2017 regarding the issuers of financial instruments and market operations. The company will accept a general power of attorney without requesting other additional documents regarding the respective shareholder, if the general power of attorney complies with the provisions of art. 205 of the ASF Regulation no. 5/2018, is signed by the respective shareholder and is accompanied by a statement on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, stating that: (a) the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer; (b) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The statement given by the legal representative of the intermediary or by the lawyer who received the power of attorney by general power of attorney must be submitted to the company in original, signed and, where appropriate, stamped, together with the general power of attorney, at the latest 48 hours before the general meeting of shareholders (07.03.2023, 12:00), in case of first use.

A shareholder may appoint by proxy one or more alternate representatives to ensure its representation in the general meeting if the designated representative is unable to fulfill its mandate. If by proxy are more representatives alternates will determine the order in which they will exercise their mandate. Special powers (in Romanian or English) can be obtained at the company and on the company website ([www.sif-hoteluri.ro](http://www.sif-hoteluri.ro)) starting from 06.02.2023. Special powers (in Romanian or English) completed and signed will be submitted or sent to the company in original or are sent by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 at [secretariat@sif-hoteluri.ro](mailto:secretariat@sif-hoteluri.ro), so as to be registered with the company at the latest until 07.03.2023, 12:00 (between 8:00-12:00). In case of transmission by post or courier, special powers of attorney and accompanying documents are sent to the address of the company from Oradea, Piața Emanuil Gojdu, no. 53, Bl. A10, postal code 410067, in closed

envelope with the statement written in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS March 09 or 10, 2023". Special powers will be accompanied by the following documents: (a) for individuals, photocopy identification signal of the original or (b) in the case of legal persons or entities without legal personality, the legal representative is found basis to shareholders on the reference date, received from the Central Depository ( Depozitarul Central SA).

If the shareholders' register contains data on the legal representative, this quality is confirmed by a certificate issued by the Trade Registry presented in original or certified copy or other document in original or certified copy issued by a competent authority of the State in which the shareholder is legally registered certifying the legal representative, issued no later than 3 months before the date of publication of the convening notice of the general meeting of shareholders.

On EGMS, at the entrance to the meeting room, designated representatives will present their copy of the special power of attorney and ID.

Shareholders registered in the shareholders register at the reference date may vote by mail before the EGMS. Voting forms by mail in Romanian or in English can be obtained from the company's headquarters and from the company's website ([www.sif-hoteluri.ro](http://www.sif-hoteluri.ro)) starting with 06.02.2023. Mail voting form will be filed or will be sent by mail with return receipt or by any form of courier to the address in Oradea, Piata Emanuil Gojdu, no. 53, Bl. A10 Zip code 410067 in a sealed envelope clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS March 09 or 10, 2023", to be registered with the company at the latest until 07.03.2023, 12:00 .

Mail voting form, completed and signed in original will be accompanied by the following documents: (a) for individuals, photocopy identification signal of the original or (b) in the case of legal persons or entities without legal personality, the legal representative is found under to shareholders on the reference date, received from the Central Depository. If the shareholder registry does not contain information on the legal representative capacity as is proved by a certificate issued by the Trade Register presented in original or certified copy or other document in original or certified copy issued a competent authority in the State where the shareholder is registered legally proving the legal representative, issued no later than 3 months before the date of publication of the convening notice of the general meeting of shareholders.

Documents attesting the legal representative drafted in a foreign language other than English will be accompanied by a translation made by a certified translation into Romanian or English. Issuer will not require legalization or apostille documents attesting the legal representative of the shareholder. Correspondence voting forms not registered at the Company until 07.03.2023, 12:00 will not be counted towards the quorum and majority in the Assembly.

In case the shareholder who has cast his vote by correspondence or through a representative attend the EGMS, their vote by mail will be canceled. In this case it has only considered their vote in person or by proxy.

According to the provisions of art. 117 ^ 1 alin. (1) of Law no. 31/1990, of art. 105 para. (3) of Law no. 24/2017 and of art. 189 of the ASF Regulation no. 5/2018, one or more shareholders representing individually or jointly at least 5% of the share capital may request the Board of Directors of the company to insert additional items on the agenda of the EGMS and / or the presentation of draft decisions for items included or proposed to be included on the agenda of the EGMS, subject to the following conditions:

- the request is made through a document that will be submitted or transmitted at the company (in a sealed envelope with the mention "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS March 09 or 10, 2023") additional items on the agenda of the EGMS no later than 15 days the publication in the Official convener respectively until 22.02.2023, 16:00 provided that each such item is accompanied by a justification or a draft resolution to be adopted by EGMS.

- The request must be accompanied by a justification and / or a draft decision proposed for adoption;

- The request will be accompanied by the account statement from which results the quality of shareholder and the number of shares held, issued by Depozitarul Central SA or, as the case may be, by the intermediaries defined in art. art. 2 para. 1 point 19 of Law no. 24/2017.

Completed agenda items proposed by the initiators will be republished in compliance with legal requirements and / or association for convening the general meeting.

Shareholders have the right to ask questions about items on the agenda of the EGMS, questions to be submitted at the company no later than 27.02.2023, 12:00, in a sealed envelope mentioning on the envelope in clear capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS March 09 or 10, 2023".

The company can formulate an answer, including by formulating a general answer to questions with the same content during the proceedings of the general and by posting the answer on your own website, in the "Frequently Asked Questions" section, if the information requested complies with the nature of public information, it shall not be included in the Company's agenda items or periodic reports and shall not affect the Company's business interests.

Requests for completion of the agenda, draft decisions and questions from shareholders will be accompanied by the following documents:

(a) for individuals, photocopy identification signal of the original or

(b) in the case of legal persons or entities without legal personality:

- documents attesting the quality of legal representative; the quality of legal representative is established based on the list of shareholders from the reference date, received from Depozitarul Central S.A. If the shareholder registry does not contain information on the legal representative, the quality is proved by a certificate issued by the Trade Register submitted in original or copy of the original or any other document in original or certified copy issued by a competent authority in the State where the shareholder is registered legally proving the legal representative, issued no later than 3 months before the date of publication of the convening notice of the general meeting of shareholders.

- the account statement from which results the quality of shareholder and the number of shares held, issued by Depozitarul Central S.A. or, as the case may be, by the intermediaries defined in art. art. 2 para. 1 point 19 of Law no. 24/2017.

Starting with 06.02.2023, all informative materials related to the issues included on the agenda of EGMS as well as the drafts of decisions, will be able to consult and procure from Monday to Friday between 10,00-13,00 o'clock from the company's headquarters from Oradea, Emanuil Gojdu Square, no. 53, pp. A10 and from the company's website [www.sif-hoteluri.ro](http://www.sif-hoteluri.ro) or at the phone number 0259. 475.271 (contact person Vasile Radu Birlea).

President of Board of Directors,  
SFERDIAN Teodora