

HOTARAREA NR. 1/24.08.2021

**Adunarea Generala Extraordinara a
Actionariatului SAI Erste Asset Management SA**
cu sediul social in Bucuresti, bd. 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 Bettina Kroutil conform extrasului de registru,

In calitate de actionari reprezentand 100% din capitalul social al SAI Erste Asset Management SA, cu sediul social in Bucuresti, bd. 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

DECISION NO. 1/24.08.2021

**Extraordinary General Shareholders Meeting
SAI Erste Asset Management SA**
headquartered in Bucharest, Aviatorilor bd. no. 92,
sector 1,
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 Bettina Kroutil as per the Trade Registry excerpt,

As shareholders representing 100% of the share capital of SAI Erste Asset Management SA, headquartered in Bucharest, Aviatorilor bd. no. 92, 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

Adunarii Generale a Actionarilor, Avand in vedere dreptul de modificare a Actului Constitutiv conferit prin Articolul 7.2. litera k), Avand in vedere faptul ca Adunarea Generala Extraordinara a Actionarilor intentioneaza modificarea Actului Constitutiv al Companiei, Actionarii hotarasc in unanimitate aprobarea urmatoarelor modificari: Art. 1 Anexa 1 a Actului Constitutiv, privind constituirea Consiliului de Supraveghere este modificata conform Deciziei nr. 2/21.07.2021 a Adunarii Generale a Actionarilor, prin inlocuirea dlui. Heinz Bednar, Presedintele Consiliului de Supraveghere, cu dl. Thomas Kraus, incepand cu data de 08.10.2021. Art. 2 Celelalte dispozitii ale Actului Constitutiv raman neschimbate. Art. 3 Conform legislatiei in vigoare, dl. Thomas Kraus isi va putea exercita mandatul dupa autorizarea de catre Autoritate de Supraveghere Financiara.	Meeting of the Shareholders, Whereas, the right to modify the Constitutive Act provided in Article 7.2. letter k), Whereas, the Extraordinary Shareholders' Meeting envisage the amendment of the Constitutive Act of the Company, The shareholders unanimously decide to approve the following changes: Art. 1 Annex 1 of the Constitutive Act, regarding the establishment of the Supervisory Board is amended according with the Decision no. 2/21.07.2021 of the Ordinary General Shareholders Meeting, by replacing Mr. Heinz Bednar, the Chairman of the Supervisory Board, with Mr. Thomas Kraus. Art. 2 The other provisions of the Constitutive Act remain unchanged. Art. 3 According with the applicable legislation, Mr. Thomas Kraus will be able to exercise his mandate after he will be authorized by the Financial Supervision Authority.
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Erste Asset Management GmbH

Heinz Bednar

Winfried Buchbauer

EB Erste Bank Internationale Beteiligungen GmbH

Sagmeister Rudolf

Bettina Kroutil