

HOTARAREA NR. 1/02.11.2022

**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. 1/02.11.2022

**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 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, 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 Articolul 3 din Actul Constitutiv, privind Capitalul social si raspunderea actionarilor, se completează cu punctele 3.6 și 3.7, ca urmare a modificarilor aduse Legii 31/1990 prin art.129 din Legea 265/2022. Art. 2 Anexa 1 a Actului Constitutiv, privind constituirea Consiliului de Supraveghere este completată cu noile date de identificare a domnului Thomas Kraus, ca urmare a emiterii unei noi cărți de identitate. Art. 3 Celelalte dispozitii ale Actului Constitutiv raman neschimbate.	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 Article 3 of the Constitutive Act, regarding the share capital and shareholders' liability, is supplemented with points 3.6 and 3.7 as a result of the changes brought to Law 31/1990 by art. 129 of Law 265/2022, Art. 2 Annex 1 of the Constitutive Act, regarding the establishment of the Supervisory Board is updated with the new identification data of Mr. Thomas Kraus, following the issuance of a new identity card. Art. 3 The other provisions of the Constitutive Act remain unchanged.
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Erste Asset Management GmbH
Heinz Bednar

Winfried Buchbauer

EB Erste Bank Internationale Beteiligungen GmbH
Sagmeister Rudolf Bettina Kroutil