

Shareholders consultation

In the period November 2012 - January 2013, SIF Moldova has undertaken a consultation process of the shareholders (questionnaires 1, 2). Board proposals on topics that are subject to the analysis and approval of the shareholders at the GMS 2013 and which have been submitted to the shareholders consultation are found in the synthesis presented below.

Questionnaire 1

Question:	Answer:	% Of total respondents
1: The current Board of Directors SIF Moldova has adopted a multiannual investment strategy approach as stated in the Declaration of Investment Policies for the 2011-2013 period. Do you deem that we should continue with the current multiannual approach?	a. Multiannual approach	91.74%
	b. Annual approach	8.24%
2: As one of the objectives of the current Board of Directors has been to reduce the weight of private equity against the one of listed companies and also taking into account that legal regulations that allow for holdings of private equity companies to account for 20% of a SIF portfolio (3% at this time within SIF Moldova), do you deem that the strategy to reduce these participations should be maintained or would an increased weight of investment in this sector would be more appropriate?	a. Reduced private equity weight	62.89%
	b. Increased private equity weight	29.13%
3: The key business sectors for SIF Moldova are the financial and the energy ones. Do you deem that a continued approach focused on these two sectors would be more effective than a more diversified one?	a. 2 sectors focused approach (financial, energy)	25.87%
	b. Several sectors approach	71.01%
4: Taking into account the weight ratio between the two key sectors (financial- 48,6% and energy 21,2% - Q3 2012), which scenario do you deem more suitable:	a. maintain the current weight ratio (which implies continued exposure on the financial sector)?	17.86%
	b. balancing the ratio (looking forward to the privatization of the state owned energy assets)?	41.31%
	c. significant reduction of the financial sector exposure (looking forward to a continued state of uncertainty of the financial markets)?	37.71%
5: Taking into account that the weight of exposure to the foreign markets is mainly due to the ERSTE holding and that divestment from this issuer creates important resources to provide dividends to shareholders, do you believe reinvesting part of these resources on foreign markets, whilst maintaining the majority of weight on Romanian assets, would be a good idea?	a. YES	86.94%
	b. NO	13.00%

6: Taking into account the likely inflation generating monetary policies, in order to mitigate risk generated by financial markets volatility would you agree to expand the investment operations in the mining sector – gold?	a. YES	62.56%															
	b. NO	34.32%															
7: In Q3 SIF Moldova performance exceeded all the budgeted levels in terms of net profit and securities investment, under the conditions of high profitability indicators values for its sector. <table border="1"> <thead> <tr> <th>Indicator mil RON</th> <th>2009</th> <th>2010</th> <th>2011</th> <th>T3 2012</th> </tr> </thead> <tbody> <tr> <td>Net profit</td> <td>101</td> <td>96</td> <td>193</td> <td>131</td> </tr> <tr> <td>Investment</td> <td>52</td> <td>171</td> <td>128</td> <td>89</td> </tr> </tbody> </table> Do the recorded results meet your expectations?	Indicator mil RON	2009	2010	2011	T3 2012	Net profit	101	96	193	131	Investment	52	171	128	89	a. YES	80.16%
	Indicator mil RON	2009	2010	2011	T3 2012												
Net profit	101	96	193	131													
Investment	52	171	128	89													
	b. NO	8.90%															
8: Do you deem as necessary to maintain a balance between the satisfaction of shareholders needs on dividend levels and the level of liquidity needed for implementing, under optimal conditions, of the medium/long term investment programs?	a. YES	88.76%															
	b. NO	0.29%															
9: The dividend policy has as fundamentals: (1) A predictable dividend policy, advised by the Board of Directors as part of the content of the “Statement of investment policies 2011-2013”; “Based on the Corporate Governance principles, the board of directors of SIF Moldova suggests to its shareholders a predictable dividend policy. Thus, in the absence of extraordinary market circumstances, SIF Moldova will provide its shareholders a dividend return of at least 5%, against the market value of the SIF2 share, should the market evolve to a price of up to 2 lei per share. Above this level, the dividend return will be at least 3%. The computing reference is the average price of the SIF2 share for the last 90 trading sessions for the year in which the dividend is calculated.” (2) The weight of the dividend fund in the net profit (%) <table border="1"> <thead> <tr> <th>2008</th> <th>2009</th> <th>2010</th> <th>2011</th> </tr> </thead> <tbody> <tr> <td>24,79</td> <td>30,70</td> <td>48,64</td> <td>59,63</td> </tr> </tbody> </table> (3) The management of the dividend distribution process, within legal terms and through the establishment of payment methods to ensure the highest possible payment rate. In this context: <i>Do you consider as necessary to maintain this predictable dividend policy?</i>	2008	2009	2010	2011	24,79	30,70	48,64	59,63	a. YES	87.50%							
	2008	2009	2010	2011													
24,79	30,70	48,64	59,63														
	b. NO	4.57%															
During the first 9 months of the year, there was a constant reduction of the SIF2 price discount against the NAV 10: From this perspective and in the current market conditions, do you consider that the SIF2 performance has been a positive one?	a. YES	89.61%															
	b. NO	2.29%															
11: The SIF2 share is part of your short/long term investment plans?	a. scurt	1.66%															
	b. lung	98.25%															
12: Through the Corporate Governance practice SIF Moldova has received the appreciation of shareholders for its transparency, good corporate communication, quality of reports to investors, etc. In this context : Do you agree with these ratings?	a. YES	81.42%															
	b. NO	7.56%															
13: In preparation of the 2013 AGM do you have any suggestions for the agenda, apart from the topics currently discussed in AGMs held to review the balance sheet?	a. YES	6.09%															
	b. NO	93.85%															
14: As the voting procedures used in SIF Moldova’s previous AGMs have provided a high level of attendance, do you believe that the procedures meet the shareholders attendance facilitation requirements?	a. YES	91.56%															
	b. NO	7.63%															

<p>In the context in which the Board of Directors maintains as key objectives:</p> <p>(1) the completion of a registered capital increase as an essential support to implement the investment processes for the directions approved by the shareholders and</p> <p>(2) the update of the provisions of the articles of incorporation:</p> <p>15: Do you consider appropriate the registered capital increase, to be completed in line with the market conditions/investment opportunities and shareholder's interests?</p>	a. YES Allocation ratio New shares/current shares 1:1	25.37%
	b. YES Allocation ratio New shares/current shares 2:1	53.49%
	c. YES Allocation ratio New shares/current shares 3:1	4.10%
	d. NO	13.74%
<p>16: Are you in favour of the modification of the articles of incorporation aiming to harmonize the content with the in-force legislation and the necessity to reduce the quorum needed for the organising of the shareholders meetings, the passing of decisions and the delegation of competencies to the board of directors?</p>	a. YES	88.53%
	b. NO	11.35%
<p>17: The management of litigations with AVAS concerning the promissory notes endorsed by the former FPP II Moldova and of their effects has been a major objective of the mandate of the Board of Directors and has concluded in favor of the shareholders. In this context, are you aware that in 2012 the amount of around 10 mil RON has been collected following the completion of litigations with AVAS?</p>	a. YES	52.07%
	b. NO	47.85%
<p>18: During this reported period, the average monthly administration costs represent 0,11% from total assets, lower than commissions paid to investment funds management companies (0,20% - 0,45%). In the context of SIF specifics (self-administration, historical portfolio allocated through the effects of the law etc) do you consider this level as being reasonable?</p>	a. YES	94.59%
	b. NO	2.29%
<p>19: The current Board of Directors has put in place changes to permanently adapt the organizational structure, in order to ensure active and high-performance portfolio management. Do you believe that the current staff structure and number (46), that provide both asset administration and cover compliance, legal and finance aspects, meet the needs of the organization?</p>	a. YES	83.38%
	b. NO	13.01%
<p>20: Respondents structure:</p>	Romanian individual shareholder	34.93%
	Romanian legal entity	46.58%
	Foreign individual shareholder	0.07%
	Foreign legal entity	18.42%

Questionnaire 2

Question:	Answer:	% Of total respondents
<p>1. Do you think it is necessary to convene an Extraordinary General Meeting of Shareholders which could include on the agenda:</p> <p>1 – the change of the articles of incorporation,</p> <p>2 – the share capital increase,</p> <p>3 - a program to repurchase its own shares?</p>	a. YES, :	
	option 1 (1 + 2 + 3)	72.72%
	option 2 (1 + 2)	2.26%
	option 3 (1 + 3)	21.19%
	option 4 (2 + 3)	0.56%
	b. NO	3.28%
<p>2. If you think that is necessary to convene an Extraordinary General Meeting of Shareholders, when do you consider it should be convened?</p>	a. Simultaneously with the convening of the Ordinary General Meeting of Shareholders (2012 balance)	99.24%
	b. After the Ordinary General Meeting of Shareholders - by the end of 2013 (during the next mandate of the Board)	0.50%
<p>3. Do you consider that it is appropriate a program to repurchase its own shares (with a maximum limit of 10% of the share capital) in order to regulate the market price of SIF 2 share?</p>	a. YES	82.89%
	b. NO	15.55%
<p>4. Do you think it is wise to allocate a portion of the redeemed shares to be distributed in a reward and loyalty program for the employees and the board members?</p>	a. YES	86.43%
	b. NO	7.95%
<p>5. Do you think it is advisable the implementation of a share capital increase: option 1 – using the reserves of the company and the allocation of bonus shares or option 2 – using the cash contributions?</p>	a. option 1 – using the reserves of the company and the allocation of bonus shares	18.80%
	b. option 2 – using the cash contributions	0.42%
	c. option 1 + option 2	60.35%
<p>20: Respondents structure:</p>	Romanian individual shareholder	11.63%
	Romanian legal entity	68.47%
	Foreign individual shareholder	0.00%
	Foreign legal entity	19.90%