



SIF BANAT-CRIȘANA

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CURRENT REPORT

pursuant to Regulation no. 1/2006 on issuers and operations with securities
and The Capital Market Law no. 297 / 2004

Report date: July 25, 2016

Issuer **Societatea de Investiții Financiare Banat-Crișana SA (SIF Banat-Crișana)** | Registered office **35A Calea Victoriei, Arad 310158, Romania** | Phone **+40257 304 438** | Fax **+40257 250 165** | Webpage **www.sif1.ro** | Email **sifbc@sif1.ro** | Unique Registration Code at the Trade Register Office **2761040** | Trade Register Number **J02 / 1898 / 02.09.1992** | Number in FSA Register **PJR09SIIR/020002/02.02.2006** | Subscribed and paid-up share capital **RON 54,884,926.80** | Regulated market on which the issued securities are traded: **Bucharest Stock Exchange (BVB) Premium category (symbol: SIF1)**

Important event to be reported:

Convening notice for the Ordinary General Meeting and Extraordinary General Meeting of SIF Banat-Crișana shareholders

The following is an English translation of the Convening Notice for the Ordinary General Meeting and Extraordinary General Meeting of SIF Banat-Crișana shareholders convened for August 29/30, 2016. The company provides this translation for shareholders' reference and convenience. In the event that the English version of this Convening Notice differs from the Romanian version, the latter prevails.

CONVENING NOTICE

The Board of Directors of SIF Banat-Crișana S.A. registered with the Trade Register Office of Arad Court under number J02/1898/1992 and in the Financial Supervisory Authority (FSA) Register under number PJR09SIIR/020002/02.02.2006, having the Unique Registration Code 2761040 and the subscribed and paid-up share capital of RON 54,884,926.80, convenes, pursuant art. 117 in Law no. 31/1990 **the ordinary general meeting of shareholders (OGM)** on August 29, 2016, 10:00 hours (Romanian time) and **the extraordinary general meeting of shareholders (EGM)** on August 29, 2016, 12:00 hours (Romanian time) at the company headquarters located in Arad, 35A Calea Victoriei. Only the persons registered as shareholders of the Company in the register of shareholders kept by Depozitarul Central S.A. at the end of office on August 16, 2016 (considered as the reference date) have the right to participate and vote at the general meeting of shareholders.

The agenda of the ordinary general meeting of shareholders is as follows:

1. Approval of the consolidated financial statements prepared for the year ended on December 31, 2015, based on the discussions and reports presented by the Board of Directors and the financial auditor.
2. Approval of September 15, 2016 as the registration date (September 14, 2016 as ex-date) in accordance with the provisions of Article 238 paragraph (1) of Capital Market Law no. 297/2004, CNVM Regulation no. 6/2009 and CNVM Regulation no. 1/2006;
3. The empowerment (with authority to be substituted) of Mr. Bogdan-Alexandru Drăgoi – Chairman of the Board of Directors and Mr. Octavian Avrămoiu, Vice-Chairman of the Board of Directors, to sign the necessary documents in order to carry out all procedures and formalities with the Financial Supervisory Authority, Trade Register or wherever necessary for the purpose of implementing the resolutions of the general meeting of shareholders.

The agenda of the extraordinary general meeting of shareholders is as follows:

1. Approval of the amendment of the Articles of Incorporation in the sense of reducing the number of the members of the Board from seven (7) to five (5) members, with effect from the date 24.04.2017 - date of expiry of their term in office of the current administrators - the corresponding rewriting of Art. 7 (1) of the Articles of Association, which shall read as follows:
“(1) The Company is administered by a Board of Directors comprised of five members elected by the general meeting for a period of 4 years, with the possibility of being reelected. In case of vacancy of one or more administrators, the other administrators shall appoint interim administrators until the convening of the general meeting.”
2. Approval of September 15, 2016 as the registration date (September 14, 2016 as ex-date) in accordance with the provisions of Article 238 paragraph (1) of Capital Market Law no. 297/2004, CNVM Regulation no. 6/2009 and CNVM Regulation no. 1/2006;

3. The empowerment (with authority to be substituted) of Mr. Bogdan-Alexandru Drăgoi – Chairman of the Board of Directors and Mr. Octavian Avrămoiu, Vice-Chairman of the Board of Directors, to sign the necessary documents in order to carry out all procedures and formalities with the Financial Supervisory Authority, Trade Register or wherever necessary for the purpose of implementing the resolutions of the general meeting of shareholders.

Pursuant to the provisions of Article 117[^]1, paragraph (1) of Law no. 31/1990 and Article 7 paragraph (1) of Regulation no. 6/2009, one or several shareholders representing, individually or jointly, at least 5% of the Company's share capital, may request the Company's Board of Directors the introduction of additional items on the agenda of the OGM/EGM and/or the presentation of draft resolutions for the items included or proposed to be included on the agenda of the OGM/EGM, provided that:

(i). In case of shareholders that are natural persons, their requests must be accompanied by copies of the shareholders' identity documents and the statement attesting the shareholder capacity and the numbers of shares held, issued by Depozitarul Central SA or, where appropriate, by the participants as defined under art. 168 para. (1) letter (b) of Law no. 297/2004 providing custodian services;

(ii). In the case of legal person shareholders, their requests must be accompanied by:

- the original or a true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than 3 months as from the date of the publication of the general meeting convening notice, allowing for the identification thereof in the Company's registry of shareholders kept by Depozitarul Central SA;
- the capacity of legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA. If the shareholders' registry contains no data on the matter of the capacity as legal representative, then this capacity is proven by means of findings certificate issued by the Trade Register, presented in original or a true copy thereof, or any other document in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, attesting the capacity of legal representative.
- the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator.
- the statement attesting the shareholder capacity and the numbers of shares held, issued by Depozitarul Central SA or, where appropriate, by the participants defined under art. 168 para. (1) letter (b) of Law no. 297/2004 providing custodian services;

(iii). They must be accompanied by a justification and/or a draft resolution proposed for passing.

(iv). They must be sent and registered at the Company's headquarters in Arad, 35A Calea Victoriei, by any type of courier service, with proof of delivery, by no later than August 10, 2016, 16:00 hours (Romanian time), in original, signed and, if the case, stamped by the shareholders or shareholders' legal representative. The same identification requirements mentioned above shall also be applicable to the legal representative of the shareholders addressing questions regarding the items on the OGM/EGM agenda.

Shareholders have the right to submit questions to the Company, in writing form, sent and registered at the Company's headquarters in Arad, 35A Calea Victoriei, by any type of courier service, with proof of delivery, no later than August 27, 2016, 16:00 hours (Romanian time), in original, signed and, if the case, stamped by the shareholders or their legal representatives.

Shareholders may exercise their voting right directly, through a representative, or by correspondence. Shareholders may enter and attend the shareholders' general meeting after proving their identity, in the case of natural persons by presenting the identity card or, in the case of shareholders that are legal persons, and shareholders natural persons that are represented, by presenting the power given to the individuals they are represented by, observing the applicable laws in the matter, the provisions of this convening notice and the procedures approved by the company's board of directors.

In the case of shareholders that are legal persons or bodies without legal personality, the capacity of legal representative is ascertained from the Shareholders' Registry issued by Depozitarul Central SA as at the reference date. If the shareholders' registry as at the reference has no data reflecting the legal representative capacity, then this capacity is proven by means of findings certificate issued by the Trade Register, presented

in original or a true copy thereof, issued by a competent authority of the state where the shareholder is duly incorporated, attesting the capacity of legal representative.

The documents attesting the capacity of legal representative of the legal person shareholders have to be issued no older than 3 months as from the date of the OGM/EGM convening notice publication. The documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator.

Shareholders lacking legal capacity as well as legal persons may be represented by legal representatives, which in their turn may appoint others by a proxy.

Shareholders may be represented in the OGM/EGM by other persons, based on a special proxy or a general proxy. Natural or legal person shareholders registered at the reference date may also be represented in the general meeting and by persons other than shareholders, upon an authenticated special proxy, according to art. 6 para. (14) in Company's bylaws.

For this type of voting, the special proxy forms (in Romanian or English) must be used, compliant to applicable legislation, made available by the company's board of directors, or a general proxy drawn up pursuant to the provisions of GEO no. 90/2014 amending and supplementing Law no. 297/2004 on the capital market and FSA Regulation no. 3/2015. The shareholders that are legal persons or unincorporated entities participating in the general meeting by someone other than their legal representative, must use a special proxy or a general proxy, complying with the above stated requirements.

The special proxy forms will be available in Romanian and English as of July 29, 2016 at the company's headquarters, the company's branch office at the addresses presented herein and on company's website, www.sif1.ro.

Shareholders shall fill in and sign the special proxies in three counterparts: one for the shareholder, one for the representative, and one for the company. The document for the company, filled in and signed by the shareholders shall personally submitted or sent:

- by any type of courier service - the proxy form in original, accompanied by the necessary documents to company's headquarters in Arad, 35A Calea Victoriei, so that it can be registered by the company no later than August 27, 2016, 10:00 hours (Romanian time), subject to losing the voting right in case of default.
- by e-mail with extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at aga@sif1.ro no later than August 27, 2016, 10:00 hours (Romanian time), subject to losing the voting right in case of default.

The company will admit a general empowerment to participate and vote in the general meeting of shareholders, given by a shareholder, as a client, to an intermediate as defined in Art. 2 para. (1) pt. 14 of Law no. 297/2004, as amended and supplemented, or to a lawyer, without requesting additional documents relating to such shareholder if the general empowerment complies with the provisions of Art. 17¹ of CNVM Regulation no. 6/2009, as amended by FSA Regulation no. 3/2015, is signed by such shareholder and is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer to whom was granted the power of representation by empowerment, showing that:

- (i) the empowerment is granted by such shareholder, as a customer, for the intermediary or, where appropriate, for the lawyer;
- (ii) the general empowerment is signed by the shareholder, including by the attachment of advanced electronic signature, if necessary.

The affidavit given by the legal representative of the intermediary or the lawyer to whom it was granted the power of representation by empowerment must be submitted to the company in original, signed and, where appropriate, stamped, together with the general empowerment form no later than 48 hours before the general meeting of shareholders (August 27, 2016, 10:00 hours Romanian time), in case of its first use.

Shareholders may grant an empowerment generally valid for a period not exceeding three years, allowing the designated representative to vote on all issues discussed in the general meeting of shareholders provided that the general empowerment is being given by the shareholder, as a client, to an intermediary as defined in Art. 2 para. (1) pt. 14 of Law no. 297/2004 or to a lawyer.

Shareholders may not be represented in the general meeting of shareholders, on a general empowerment, by a person who is in a conflict of interest, pursuant to art. 243 para. (6⁴) of Law no. 297/2004, text entered by GEO no. 90/2014 amending and supplementing Law no. 297/2004 on the capital market.

General empowerment shall be submitted to the company 48 hours before the general meeting (no later than August 27, 2016, 10:00 hours Romanian time), in copy, including the statement of compliance with the original, under the representative's signature.

Prior to submitting the special or general empowerments, the shareholders may notify the company about the appointment of a representative, by sending an e-mail to aga@sif1.ro.

Shareholders have the option to vote by correspondence prior to the general meeting of shareholders, by using the correspondence voting forms provided by the company.

The forms for the vote by correspondence shall be available in Romanian and English, beginning July 29, 2016, at company's headquarters, company's branch office at the addresses presented herein and on company's website, www.sif1.ro.

Subject to losing the voting right in case of default, the form for the vote by correspondence duly filled in and signed by the shareholders, together with all accompanying documents, shall be sent to company's headquarters in Arad, 35A Calea Victoriei, to be registered no later than August 27, 2016, 10:00 hours (Romanian time), either:

- by mail or courier service, the correspondence voting form in original, printed on paper, in which case the shareholder's signature on the voting form must be legalized by a notary public (the correspondence voting forms legalized outside Romania shall be endorsed with an apostille);
- by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at aga@sif1.ro.

To send the special empowerment forms, the correspondence voting forms and the accompanying documents by post or any type of courier services, the following requirements shall be observed:

- The special empowerment or the correspondence voting form, duly filled in and signed by the shareholder (in case the shareholder's signature on the voting form must be legalized by a notary public) shall be inserted in an envelope writing on it clearly and with capital letters: "Special empowerment / correspondence voting form – name, surname / corporate name of the shareholder, Personal Identification Number / Unique Registration Code";
- The above mentioned envelope, together with the rest of the accompanying documents shall be sent to the company in an envelope having clearly written with capital letters „PENTRU AGA” / “FOR GSM”.

If a shareholder voted by sending a ballot paper by correspondence, but then attends the general meeting either personally or through a representative, the vote cast by correspondence shall be annulled. In this case only the direct vote or the vote expressed through the representative shall be taken into consideration.

If the person representing the shareholder by personal participation in the general meeting is other than the person which has cast his vote by correspondence, then for the validity of his/her vote, that person shall present at the meeting a written revocation signed by the shareholder or by the representative who cast his vote by correspondence. This is not necessary if the shareholder or his/her legal representative is present at the general meeting.

The Company's Board of Directors will provide a detailed procedure for the direct vote, the vote by special or general empowerment form, or voting by correspondence and the documents necessary to be submitted by the shareholders in order to exercise their vote in each manner. This mandatory procedure will be available for inspection at company's headquarters office, branch office and on company's website beginning July 25, 2016.

Shall be considered null the special/general empowerment forms and the correspondence voting forms in default concerning the time for their transmittal to the company as mentioned in the Convening Notice and those not complying with the legal and statutory provisions and the procedure established by the Board of Directors.

In case there will be requests amending the agenda of the meeting and the agenda will be published in a revised form, the special empowerment forms and the correspondence voting forms will be updated and made available to shareholders beginning August 11, 2016.

Starting July 29, 2016, the consolidated financial statements, the consolidated report of the Board of Directors, the draft resolutions submitted for approval of the general meeting, and other informative materials are to be available to the shareholders and can be inspected at the company's headquarters on working days between 14:00 and 16:00 hours.

All the informative materials for the general meeting will be available on Company's website www.sif1.ro, as well as at SIF Banat-Crișana's headquarters office in Arad, and company's Bucharest branch office, at the following addresses:

- Headquarters, Arad, 35A Calea Victoriei, tel: +40257 304 438
- Bucharest branch, 175 Calea Floreasca, sector 1, 7th floor, room A1, tel: +4021 311 16 47

Should the statutory quorum not be met on the first call, **the Ordinary General Meeting of Shareholders (OGM)** is convened on August 30, 2016 at 10:00 (Romanian time) and **the Extraordinary General Meeting of Shareholders (EGM)** is convened on August 30, 2016, at 12:00 (Romanian time), with the same agenda and at the same venue.

Chairman of the Board of Directors
Bogdan-Alexandru DRĂGOI

Vice-Chairman of the Board of Directors
Octavian AVRĂMOIU