



SIF BANAT-CRIȘANA

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CURRENT REPORT

according to Regulation no. 1/2006 on issuers and operations with securities
and The Capital Market Law no. 297/2004
Report date: March 8, 2017

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 ASF 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 of shareholders and the extraordinary general meeting of shareholders

The following is an English translation of the Convening Notice for the General Meeting of the Shareholders of SIF Banat-Crișana convened for April 20/21, 2017. The company provides this translation for shareholders' reference and convenience. If 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 Arad J02/1898/1992 and in the ASF 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, gathered in the meeting held on March 8, 2017, convenes, pursuant to art. 117 of Law no. 31/1990, **The Ordinary General Meeting of Shareholders (OGM)** for April 20, 2017, at 10:00 hours and **The Extraordinary General Meeting of Shareholders (EGM)** for April 20, 2017 at 12:00 hours, at the company's headquarters in Arad, 35A Calea Victoriei.

Company's share capital consists of 548,849,268 nominative shares, with nominal value of RON 0.10 dematerialized and indivisible, each share giving the right to one vote in the general meeting of shareholders, except for the shares for which voting is suspended as per art. 286¹ par. (1) and (2) of Law no. 297/2004 and art. 105 par. (2) of Law no. 31/1990.

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 April 3, 2017 (considered as the reference date) have the right to participate and vote at the general meeting of shareholders.

The ordinary general meeting of shareholders will have the following items on the agenda:

1. Approval of the separate financial statements for 2016 financial year, based on the discussions and the reports presented by the Board of Directors, the Chairman of the Board and the financial auditor;
2. Approval of allocation of net profit achieved in 2016, as proposed by the Board of Directors, in one of two options:

Option I:

Approval of a gross dividend / share of **RON 0.06**, representing a distribution rate of 38% of net profit.
Approval of the date of **September 4, 2017 as the dividend payment date**. The distribution of dividends to shareholders will be made in accordance with the legal provisions and the payment costs will be borne by the shareholders of the net dividend amount.
Approval of the allocation to *Other reserves* of the remaining part of net profit.

Option II:

Approval of the allocation of the entire net profit for the financial year 2016 to *Other reserves*, for own financing sources.

3. Approval of the discharge from liability of the Board of Directors for the financial year 2016;

4. Approval of the Budget of revenue and expenditure and Activity Program for the financial year 2017;
5. Approval of the remuneration due to the members of the Board of Directors for the financial year 2017;
6. Approval of the general limits of all additional remunerations for the Board of Directors the general limits of directors' remuneration;
7. Election of a Board of Directors consisting of 5 (five) members for a term of office of four years, with effect from the date of 24.04.2017;
8. Approval of August 11, 2017 as the record date (August 10, 2017 as the ex-date) in accordance with the provisions of Art. 238 par. 1 of Law no. 297/2004, CNVM Regulation no. 6/2009 and Regulation no. 1/2006.

The extraordinary general meeting of shareholders will have the following items on the agenda:

1. Approval of the amendment of the Articles of Association as follows:
 - Art. 7 paragraph. (13) letter c) is amended to read as follows: "*c) submit for the approval of the general shareholders the modification of budget of revenue and expenditure, as per the fluctuations in the economy*";
 - Art. 7 paragraph. (15) shall be amended to read as follows: "*(15) The Board delegates some of its powers to directors (executives), establishing at the same time their remuneration, within the general limits approved by the General Meeting of Shareholders. Company's executives shall meet the minimum requirements regarding integrity, qualifications and experience as prescribed by the regulations and laws in force.*"
 - The introduction in the Art. 7 a new paragraph, paragraph (21), which shall read as follows: "*(21) The Board of Directors has the responsibility to ensure the establishment and implementation of corporate governance principles regarding, but not limited to:*
 - a) *the strategic management of the company and fulfilling the set objectives;*
 - b) *formulation of company's business plan and evaluation of the financial position thereof;*
 - c) *ensuring an adequate framework for the verification of the manner the specific law is applied concerning the submitting of reports to regulatory and supervisory entity;*
 - d) *the adequacy, efficiency and update of risk management system;*
 - e) *the adequacy, efficiency and update of internal control-compliance system, to ensure its independence from operational and organizational and support structures within the company;*
 - f) *compliance with the requirements concerning outsourcing / delegating operational activities or functions;*
 - g) *establishing and reviewing the remuneration policy;*
 - h) *establishing the communication strategy with stakeholders, complying with the legal requirements;*
2. Approval of May 12, 2017 as the record date (May 11, 2017 as the ex-date) in accordance with the provisions of Art. 238 par. 1 of Law no. 297/2004, CNVM Regulation no. 6/2009 and Regulation no. 1/2006.

In accordance with the provision of Art. 137[^]1 in Law no. 31/1990, the current members of the Board of Directors (i.e. administrators) or shareholders, have the right to nominate candidates for administrator offices.

Eligibility criteria that must be met by the candidates running for administrator offices are available on the company's website, www.sif1.ro in *Investor Relations > Events > General Meetings of Shareholders April 20/21, 2017*.

The candidates running for the administrator office shall submit their candidatures files at company's headquarters in Arad, 35A Calea Victoriei, no later than March 17, 2017, at 16:00 hours (Romanian time). The list of documents compulsory comprised in the application file is presented on company's website, at the address mentioned above.

The list comprising information on the name, domicile and professional qualifications of the persons proposed for the administrators' office is available for shareholders to inspect on the company's website, www.sif1.ro.

On March 18, 2017, will be published on company's website the list of eligible candidates, who will be enrolled on the ballot, in chronological order of their candidatures' submission.

Pursuant to the provisions of Article 117[^]1, paragraph (1) of Law no. 31/1990 and Article 7 paragraph (1) of CNVM 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 natural persons, the requests must be accompanied by copies of the shareholders' identity documents and the statement attesting the shareholder's 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;

(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's 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 registry of shareholders kept 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, the document being no older than 3 months as from the date of the publication of the general meeting's convening notice, 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's capacity and the number of shares held, issued by Depozitarul Central SA or, where appropriate, by the participants defined under art. 168 par. (1) letter (b) of Law no. 297/2004 providing custodian services.

(iii). Are accompanied by a justification and/or a draft resolution proposed for adoption.

(iv). Are 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 March 27, 2017, 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 April 18, 2017, 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 legal entities, and natural persons shareholders 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 legal entities or bodies without legal personality, the capacity of legal representative is ascertained from the shareholders' list as at the reference date issued by Depozitarul Central SA. However, if the shareholders' registry as at the reference has no data reflecting the legal representative capacity, then this capacity is proven by means of a findings certificate issued by the Trade Register, presented in original or a true copy thereof, or any other document, 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 shareholders legal entities have to be issued no more than 3 months before the date of the publication of the convening notice for shareholder's general meeting.

The documents attesting the legal representative capacity prepared 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 entities may be represented by legal representatives, which in their turn may appoint others by a proxy (empowerment).

Shareholders may be represented in the general meeting by other persons, by special empowerment or by a general empowerment.

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

The special empowerment forms will be available in Romanian and English starting March 20, 2017 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 empowerment forms 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 be personally submitted or sent:

- by any type of courier service - the special empowerment 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 April 18, 2017, 10:00 hours (Romanian time), subject to losing the voting right in case of default. Shareholder's signature on the special empowerment must be notarized by a notary public (special empowerments legalized outside Romania will carry an apostille/ legalized Apostille / superlegalization).
- 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 April 18, 2017, 10:00 hours (Romanian time), subject to losing the voting right in case of default.

The company will accept 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. 17[^]1 of CNVM Regulation no. 6/2009, as amended by ASF 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 it was granted the power of representation by the general empowerment, showing that:

(i) the empowerment is granted by such shareholder, as a client, to his/her intermediary or, where appropriate, to the lawyer;

(ii) the general empowerment is signed by the shareholder, including the attachment of advanced electronic signature, if necessary.

The affidavit given by the legal representative of the intermediary or by 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 (April 18, 2017, 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 par. (1) pt. 14 of Law no. 297/2004, or to a lawyer.

Shareholders may not be represented at the general meeting of shareholders, based on a general empowerment, by a person who is in a conflict of interest, pursuant to art. 243 par. (6[^]4) 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 April 18, 2017, 10:00 hours Romanian time), in copy, including the statement of compliance with the original, under the representative's signature.

Before submitting special or general empowerments, 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 March 20, 2017, 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 April 18, 2017, 10:00 hours (Romanian time), either:

- by any 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 (for the correspondence voting form and the special empowerments the shareholder's signature must be legalized by a notary public) shall be inserted into an envelope writing on it clearly and with capital letters: "Special empowerment / correspondence voting form – name, surname / corporate name of the shareholder, Personal 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 GMS".

If a shareholder voted by sending a correspondence voting form, 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, will 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 Board of Directors of the Company will provide a detailed procedure for direct vote, vote by special / general empowerment, 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 March 10, 2017.

Shall be considered null the special/general empowerments forms and correspondence voting forms non-compliant as per 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 for the amendment of 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 March 28, 2017.

Beginning March 10, 2017, the annual report of the Board of Directors and the annual financial statements included on the agenda will be made available for the shareholders at Company's headquarters on working days between 14:00 and 16:00 hours (Romanian time).

Starting March 20, 2017, all the informative materials for the agenda and draft resolutions of the meeting will be available for the shareholders at Company's headquarters on working days between 14:00 and 16:00 hours (Romanian time).

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 conditions for validity are not met on the first call, **The Ordinary General Meeting of Shareholders (OGM)** is convened for April 21, 2017 at 10:00 (Romanian time) and **The Extraordinary General Meeting of Shareholders (EGM)** is convened for April 21, 2017, 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

Internal Control, Eugen Cristea