

## ANNOUNCEMENT

**concerning the Public Tender Offer of shares issued by SIF BANAT-CRISANA SA**

at the price of **2.30 RON / share**

approved by the Financial Supervisory Authority ("FSA") by Decision no. **1202 dated 23.08.2017**

**Issuer:** **SIF BANAT-CRISANA S.A.**, a company established and operating according to the Romanian law, having its registered office in 35A Calea Victoriei, Postal Code 310158, Arad, Romania, registered with the Trade Register under no. J02/1898/1992, Single Registration Number 2761040 (hereinafter referred to as "**Issuer**"). The main domain of activity of the Issuer is the one described by NACE Code 64 – Financial brokerage with the exception of insurance activities and pension funds, and the main activity is Other financial service activities - NACE Code 6499.

**Bidder:** **SIF BANAT-CRISANA S.A.**, a company established and operating according to the Romanian law, having its registered office in 35A Calea Victoriei, Postal Code 310158, Arad, Romania, registered with the Trade Register under no. J02/1898/1992, Single Registration Number 2761040 (hereinafter referred to as the "**Bidder**"). The main domain of activity of the Bidder is the one described by NACE Code 64 – Financial brokerage with the exception of insurance activities and pension funds, and the main activity is Other financial service activities - NACE Code 6499. The Bidder's investment objective consists in financial investment, investment portfolio management and the exercise of all the rights associated with investing in instruments that maximize the value of its own shares. The Administrator of the Bidder is the Board of Directors comprising 4 members appointed for a period of four years. In connection with the shares issued by SIF BANAT-CRISANA S.A., the Bidder directly owns 30,849,268 shares, and the persons with whom the Bidder is acting in concert own a number of 215,255 of the Issuer's shares.

**The Offer:** The Bidder intends to acquire through this Public Offer a maximum number of 20.000.000 fully paid-up shares of the outstanding shares issued by the Issuer which are not owned by the Bidder (the "Public Offer"), accounting for 3.6439% of the share capital as registered at the Trade Register. The Public Offer is addressed to all natural and legal persons who hold shares issued by the Issuer during the offer period. The acquisition by the Bidder of shares under this Public Offer is part of the buyback program approved by resolution of the Extraordinary General Shareholders' meeting of the Bidder no. 2 dated 11 October 2016 published with the Official Gazette of Romania Part IV no. 3783 dated 24 October 2016 with the purpose to achieve a reduction of the Bidder's share capital.

**Intermediary:** **Swiss Capital S.A.**, having its registered office in Bucharest, 20 Dacia Boulevard, Romana Offices Building, 4<sup>th</sup> floor, 1<sup>st</sup> District, Postal code 010412, Romania, registered at the Trade Register under no. J40/4107/1996, Single Registration Number 8450590, registered in the FSA Registry under no. PJRO1SSIF/400054 (hereinafter referred to as "**Intermediary**").

**The Public Offer period:** The Public Offer is valid for a period of 15 (fifteen) working days, between 30.08.2017 and 19.09.2017 and will be launched following the publication of this Announcement in at least one printed or online national newspaper with general or financial content. The Bidder hereby declares that it has drafted an Offer Document in accordance with the regulations in force which will be available as of the publication of this Announcement and throughout the entire Public Offer period, as follows: on paper, during regular business hours, at the venues of Swiss Capital S.A., at 20 Dacia Boulevard, Romana Offices Building, 4<sup>th</sup> floor, 1<sup>st</sup> District, Bucharest, Postal code 010412, Romania, fax 021.408.42.27, at the Bidder's registered office at 35A Calea Victoriei, Postal Code 310158, Arad, Romania, at the Bidder's branch at 175 Calea Floreasca, 7<sup>th</sup> floor, room A1, District 1, postal code 014459, Bucharest, Romania, and on the websites of the Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)) and the Issuer ([www.sif1.ro](http://www.sif1.ro)).

**Methods and venues for subscription:** The Shareholders may accept the Public Offer by completing and signing the subscription form before the expiry of the Public Offer in the form made available to the Shareholders concerned by the authorized intermediaries, and by delivering all necessary documents as described in the Offer Document, at the venues of Swiss Capital S.A. in Bucharest, at 20 Dacia Boulevard, Romana Offices Building, 4<sup>th</sup> floor, 1<sup>st</sup> District, or at the venues of other FSA authorized intermediaries, who have signed and submitted to the Intermediary of the Public Offer a letter of engagement showing compliance with the terms of the Public Offer. The Public Offer will be run exclusively via the systems of the Bucharest Stock Exchange.

**Working hours:** from Monday to Friday during the normal working hours of the Intermediary or intermediaries authorised by FSA, who have signed and submitted to the Intermediary of the Public Offer a letter of engagement showing compliance with the terms of the Public Offer. On the last day of the Public Offer period, subscription forms may be received only until 12:00 PM Eastern European Time (GMT+2).

*Approval of the Offer Document does not have the value of a guarantee, and does not represent another form of assessment of the Romanian Financial Supervisory Authority regarding the opportunity, the advantages or disadvantages, the rewards or risks of any transactions concluded by accepting this Public Offer, which is the object of this approval decision; the decision only certifies compliance of this Offer Document with the legal requirements and the implementing rules applicable to the Public Offer.*