



## SIF BANAT-CRIȘANA

ADDRESS CALEA VICTORIEI 35A ARAD 310158 ROMANIA • TEL +40257 234 473 • FAX +40257 250 165 • EMAIL SIFBC@SIF1.RO • INTERNET WWW.SIF1.RO

### CURRENT REPORT

according to Regulation no. 1/2006 on issuers and operations with securities  
and The Capital Market Law no. 297 / 2004  
Report date: February 21, 2014

Issuer:	<b>Societatea de Investiții Financiare Banat-Crișana SA (SIF Banat-Crișana)</b>
Registered office:	<b>35A Calea Victoriei, Arad, 310158, Romania</b>
Phone   Fax:	<b>+40257 234 473   +40257 250 165</b>
Webpage:	<b>www.sif1.ro</b>
e-mail:	<b>sifbc@sif1.ro</b>
Unique Registration Code with The Trade Register Office:	<b>2761040</b>
Incorporation number in the Trade Register:	<b>J02 / 1898 / 02.09.1992</b>
Registered number in ASF Register:	<b>PJR09SIIR/020002/02.02.2006</b>
Subscribed and paid-up share capital:	<b>RON 54,884,926.8</b>
Regulated market on which the issued securities are traded:	<b>Bucharest Stock Exchange</b>

Important event to be reported:

### Convening the Ordinary General Meeting of Shareholders of SIF Banat-Crișana

*The following is an English translation of the Convening Notice for the Ordinary General Meeting of the Shareholders of SIF Banat-Crișana to be held on April 14/15, 2014.*

*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, which was approved by the Board of Directors of SIF Banat-Crișana on 21 February 2014, 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 (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, convenes, pursuant art. 117 in Law no.31/1990, the Ordinary General Meeting of Shareholders ("AGM") on **April 14, 2014 at the company headquarters located in Arad, 35A Calea Victoriei**. The meeting will begin at 8:00 a.m.

The shareholders entitled to attend and cast votes at this Ordinary General Meeting of Shareholders will be those who are recorded in the Shareholder Register kept by SC Depozitarul Central S.A. București, as at the close of business on **March 27, 2014**, considered as the **Reference Date**.

The agenda of the Ordinary General Meeting of Shareholders is the following:

1. approval of the financial statements for the 2013 fiscal year, based on the discussions and reports presented by the Board of Directors, the Chairman and the Financial Auditor;
2. approval of profit appropriation and determining the dividend per share in accordance with the proposed appropriation in 2013 financial statements;
3. approval of dividend payment within no more than 6 months from the date of the Ordinary General Meeting of Shareholders;
4. approval of the discharge from liability of the Board of Directors for the activity carried out in 2013 fiscal year;
5. approval of the Budget and the Operation Plan for 2014 fiscal year;
6. approval of the remuneration due to the members of the Board of Directors for the current fiscal year;
7. approval of the general limits of all additional remunerations set for the members of the Board of Directors and the general limits of the directors' remuneration;
8. election of a member of the Board of Directors;
9. approval of the date of May 9, 2014 as the record date in accordance with the provisions of art. 238 par. 1 in Law no. 297/2004.

The voting right can be exercised in person, by representative or by correspondence.

The access of the shareholders entitled, as at the Reference Date, to attend the meeting, is permitted by simple proof of their identity, made in the case of individual shareholders by their identity document or, in the case of legal person shareholders or the shareholders who are represented, by the identity document of the legal representative.

In the case of legal person shareholders, the capacity as legal representative is proved by a certificate issued by the trade register, submitted in the original or certified copy, or any other document, in the original or certified copy, issued by a competent authority in the state where the shareholder is registered, attesting his/her capacity as legal representative.

The documents certifying the capacity as legal representative of the legal person shareholder shall be issued no later than three months before the publication of the convening notice of the Ordinary General Meeting of Shareholders and will be submitted within the same period as the special proxies.

The documents attesting the capacity as legal representative submitted in a foreign language, other than English, will be accompanied by the authorized translation thereof into Romanian or English.

Shareholders may be represented by other persons; in this case, shareholders must use the special proxy forms (in Romanian or English) compliant with the provisions of the applicable law, special proxy forms that will be made available by the Company's Board of Directors.

The special proxy forms can be requested starting March 14, 2014 at the Company's headquarters or at the branch offices, at the addresses presented herein.

Shareholders shall fill in and sign the special proxy forms in three copies and lodge these documents personally or through the legal representative, as applicable, to the Company's headquarters not later than April 12, 2014 at 8:00 a.m., in order to verify their identity. The original copy remains at the Company, one copy goes to the representative, and the shareholder keeps the third copy. Prior to submitting the special proxies, the shareholders may notify the Company regarding the appointment of a representative by sending an e-mail at: [aga@sif1.ro](mailto:aga@sif1.ro).

The special proxy must be authenticated if the representative is not a shareholder or if the special proxy is sent by post or courier and endorsed with an apostille (legalized) if authenticated outside of Romania.

The Company shall accept a special proxy lodged in the original for the participation and vote in the AGM, granted by the shareholder to a credit institution which provides custodian services, without requiring additional documents regarding the respective shareholder, if the special proxy provided by the Company is signed by the respective shareholder and stamped, as applicable, and is accompanied by a statutory declaration / statement issued by the credit institution which received the power of representation by special proxy, showing that:

- i) the credit institution provides custodian services for the respective shareholder;
- ii) the instructions on the special proxy are identical with the instructions comprised in the SWIFT Message received by the credit institution in order to vote on behalf of the respective shareholder;
- iii) the special proxy is signed by the shareholder.

If voting by electronic means, the special proxy will be accompanied by the extended electronic signature.

Shareholders without legal capacity as well as the legal persons may be represented by their legal representatives who, at their turn, may grant a special proxy to other persons.

The correspondence voting forms can be requested starting March 14, 2014 at the Company's headquarters or branch offices at the addresses presented herein or they can be downloaded from Company's website, [www.sif1.ro](http://www.sif1.ro).

The correspondence voting procedure, the electronic voting included, set forth by the Board of Directors, will be presented in detail in the informative materials available for shareholders' inspection.

Shareholders shall fill in and sign the correspondence voting forms and lodge these personally at the Company's headquarters no later than April 12, 2014 at 8:00 a.m. in order to verify their identity. The correspondence voting forms shall be sent by post to the Company's headquarters, writing on the envelope "FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS / PENTRU AGA" so that to be received at the Company's headquarters no later than April 12, 2014, at 8:00 a.m., if the signature of the individual shareholder or of the legal representative of the legal person on the voting form was legalized by a notary public. The voting forms legalized outside of Romania will be endorsed /legalized with an apostille.

The correspondence electronic voting forms may be also sent electronically at the address [aga@sif1.ro](mailto:aga@sif1.ro), with the extended electronic signature, no later than April 12, 2014, at 8:00 a.m.

The special proxies and the correspondence voting forms will be valid only if registered at the Company not later than April 12, 2014 at 8:00 a.m. The envelopes containing the special proxies or the correspondence voting forms need to bear the mark "FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS / PENTRU AGA". Any special proxy or voting form not complying with the date aforementioned or with the procedure set forth by the Board of Directors will be considered null.

Shareholders may exercise in writing their rights provided in art. 7 in the CNVM Regulation no. 6/2009, within the legal term; detailed information regarding these rights is available on Company's website at the address [www.sif1.ro](http://www.sif1.ro).

Shareholders may exercise their rights provided in art. 13 in the CNVM Regulation no. 6/2009, in writing as prior the date of the Ordinary General Meeting of Shareholders.

The Annual Financial Statements, the Board of Directors' Annual Report and the proposal regarding the profit appropriation are available to shareholders as of the date of convening the ordinary general meeting of shareholders, from 2:00 p.m. to 4:00 p.m. in business days.

The list comprising the information regarding the name, residence and professional qualification of the persons proposed for the Board of Directors seat is available to the shareholders at the Company's headquarters. Shareholders can consult the list and nominate other candidates who meet the legal requirements, until March 13, 2014. Other informative materials regarding the items on the agenda and the draft decisions will be available starting March 14, 2014, between 2:00 p.m. and 4:00 p.m. in business days.

All materials for the AGM will be available on Company's website [www.sif1.ro](http://www.sif1.ro), as well as at SIF Banat-Crișana headquarters in Arad or at its branch offices, at the following addresses:

- Headquarters, Arad, 35A Calea Victoriei, phone +40 257 234 473;
- Bucharest office, 16 Splaiul Unirii, fl.1, room 109, district 4, phone +40 21 311 1647;
- Cluj-Napoca office, 1 Muzeului Square, ap. 2/1, phone +40 264 593 400;

Upon request, shareholders may obtain copies of these documents for a fee.

Should the statutory quorum not be met on the first call, the Ordinary General Meeting of Shareholders is convened on **April 15, 2014 at 8:00 a.m.** with the same agenda and venue.

**Dragoș-George Bîlteanu**  
**Chairman & CEO**