



## 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: March 13, 2015

Issuer	<b>Societatea de Investiții Financiare Banat-Crișana SA (SIF Banat-Crișana)</b>
Registered office	<b>35 A Calea Victoriei, Arad, Romania</b>
Phone   Fax	<b>+40257 304 438   +40257 250 165</b>
Webpage   Email	<b>www.sif1.ro   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 (BSE) (symbol: SIF1)</b>

Important event to be reported:

## Convening notice for the general meeting of SIF Banat-Crișana shareholders

*The following is an English translation of the Convening Notice for the Ordinary General Meeting of the Shareholders of SIF Banat-Crișana convened for April 28/29, 2015. 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 (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 (OGM) on April 28, 2015, 11:00 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 April 10, 2015 (considered as the reference date) have the right to participate and vote at this ordinary general meeting of shareholders.

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

1. Approval of the financial statements for the 2014 fiscal year, based on the discussions and reports presented by the Board of Directors, Vice-Chairman and the Financial Auditor;
2. Approval of profit appropriation and determining the dividend per share in accordance with the proposed appropriation in 2014 financial statements. Approval of the dividend payment date as the date permitted by law, following registration date set by the general meeting of shareholders;
3. Approval of the discharge from liability of the Board of Directors for the fiscal year 2014;

4. Approval of the Budget and the Operation Plan for 2015 fiscal year;
5. Approval of the remuneration due to the members of the Board of Directors for the current fiscal year;
6. 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;
7. Election of 3 three administrators on the vacant seats for a term equal to the remaining period until the expiry of their term in office of the current administrators (24.04.2017);
8. Election of the financial auditor, setting the minimum duration of the audit contract and empowering the Board of Directors to conclude the audit contract;
9. Approval of August 14, 2015 as the registration date (August 13, 2015 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;
10. The empowerment (with authority to be substituted) of Mr. Ștefan Dumitru, administrator of the company, 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 art. 137<sup>1</sup> in Law no. 31/1990, 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](http://www.sif1.ro) in *Investor Relations > Events > General Meetings of Shareholders* section.

The candidates running for administrator offices shall submit the application files at company's headquarters in Arad, 35A Calea Victoriei, no later than March 25, 2015, at 16:00 hours (Romanian time). The list of documents compulsory comprised in the application file is presented on company's website 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](http://www.sif1.ro).

Pursuant to the provisions of Article 117<sup>1</sup>, 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 and/or the presentation of draft resolutions for the items included or proposed to be included on the agenda of the OGM, provided that:

- (i). In case of natural persons shareholders the 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 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 OGM 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 March 31, 2015, 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 agenda.

Shareholder 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 26, 2015, 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 legal persons shareholders, 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 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. 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 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 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 by other persons, by special proxy or by 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 By-Laws.

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. Legal persons shareholders 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 March 27, 2015 at the company's headquarters, the company's branch offices at the addresses presented herein and on company's website, [www.sif1.ro](http://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 April 26, 2015, 11:00 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](mailto:aga@sif1.ro) no later than April 26, 2015, 11:00 hours (Romanian time), subject to losing the voting right in case of default.

The company shall accept a special proxy submitted in the original for the participation and voting in the general meeting, granted by a shareholder to a credit institution providing custodian services that shall be valid without it being necessary to present any other additional documents regarding that respective shareholder if the special proxy form provided by the company is signed, and stamped, if the case, by that respective shareholder and accompanied by a sworn statement issued by the credit institution which has received the special proxy for representation and stating that:

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

The special proxy and the statement of the custodian described above must be submitted to headquarters of the company in Arad, 35A Calea Victoriei in original, signed, and as the case may be, stamped, no later than April 26, 2015, 11:00 hours (Romanian time) subject to losing the voting right in case of default.

Shareholders may grant a proxy (power of attorney) 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 proxy (power of attorney) is be 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 at the general meeting of shareholders, on a general proxy (power of attorney), by a person who is in a conflict of interest, pursuant to art. 243 para. (6<sup>4</sup>) of Law no. 297/2004, text entered by GEO no. 90/2014 amending and supplementing Law no. 297/2004 on the capital market.

General proxies (power of attorneys) shall be submitted to the company 48 hours before the general meeting (no later than April 26, 2015, 11:00 hours), in copy, including the compliance with the original statement, under the representative's signature.

Before submitting special or general proxies, shareholders may notify the company about the appointment of a representative, by sending an e-mail to [aga@sif1.ro](mailto:aga@sif1.ro).

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

The forms for the vote by correspondence shall be available in Romanian and English, beginning March 27, 2015, at company's headquarters, company's branch offices at the addresses presented herein and on company's website, [www.sif1.ro](http://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 26, 2015, 11:00 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](mailto:aga@sif1.ro).

The company shall accept a printed correspondence voting form printed on paper transmitted by a shareholder for which a credit institution provides custodian services, without requesting any other additional documents regarding the respective shareholder if the correspondence voting form is signed by the respective shareholder and is accompanied by a sworn statement issued by the legal representative of the credit institution and stating that:

- i) the credit institution provides custodian services for the respective shareholder;
- ii) the correspondence voting form is signed by the respective shareholder and it contains voting options identical with those mentioned by the shareholder by a SWIFT message received by the credit institution from the respective shareholder.

The printed correspondence voting form and the said statement of the custodian must be delivered to the company's headquarters in Arad, 35A Calea Victoriei, in original, signed, and as the case may be, stamped, no later than April 26, 2015, 11:00 hours (Romanian time) subject to losing the voting right in case of default.

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

- The special proxy 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 proxy / correspondence voting form – name, surname / corporate name of the shareholder, Personal Identification Code / 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 "FOR OGM".

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 sat 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 vote, at the meeting will present 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 legal representative is present at the general meeting.

Company's Board of Directors will provide detailed procedure for direct vote, vote by special or general proxy, or voting by correspondence and 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 offices and on company's website beginning March 13, 2015.

Shall be considered null special/general proxies and correspondence voting forms in default concerning the time for their transmittal to the company and those not complying with the procedure established by the Board.

In case there will be requests amending the agenda of the meeting and the agenda will be published in a revised form, the special proxy forms and the correspondence voting forms will be updated and made available to shareholders on April 2, 2015.

The annual financial statements, the annual report of the Board of Directors and the proposal regarding the profit appropriation will be made available for the shareholders at the date of convening the ordinary general meeting of shareholders.

Further informative materials for the agenda and draft resolutions of the meeting will be also available for the shareholders starting March 27, 2015 on working days between 14:00 and 16:00 hours (Romanian time).

All the informative materials will be available on Company's website [www.sif1.ro](http://www.sif1.ro), as well as at SIF Banat-Crișana's headquarters office in Arad, and company's branch offices, 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
- Cluj-Napoca branch, 1 Piața Muzeului, ap. 2/1, tel: +40264 593 400

Should the statutory quorum not be met on the first call, the Ordinary General Meeting of Shareholders is convened with the same agenda on April 29, 2015 at 11:00 a.m. (Romanian time) at the same venue.

Vice-Chairman of the Board of Directors

**Ștefan DUMITRU**