



## SIF BANAT-CRIȘANA

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### CURRENT REPORT

according to Regulation no. 5/2018  
and Law no. 24/2017 on issuers of financial instruments and market operations

Report date: June 3, 2019

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** | Tax Identification Code **RO2761040** | Trade Register Number **J02 / 1898 / 02.09.1992** | Number In ASF AFIAA Register **PJR07.1AFIAA / 020007 / 09.03.2018** | Legal Entity Identifier (LEI) **254900GAQ2XT8DPA7274** | Subscribed and paid-up share capital **RON 51,746,072.40** | Regulated market on which the issued securities are traded: **Bucharest Stock Exchange (BVB) Premium category (symbol: SIF1)**

Important event to be reported:

### **Supplementing the Agenda of the general meetings of shareholders convened for June 20 (21), 2019**

The Board of Directors of Societatea de Investiții Financiare Banat-Crișana S.A. (hereinafter "SIF Banat-Crișana" or "the Company"), registered with the Trade Register Office of Arad Court under number Arad J02/1898/1992 and in the ASF Register under number PJR07.1AFIAA / 020007 / 09.03.2018, having the Unique Registration Code 2761040 and the subscribed and paid-up share capital of RON 51,746,072.40, gathered in the meeting held on June 3, 2019,

Pursuant to art. 117<sup>1</sup> par. 1 of Law no. 31/1990 on trading companies, republished, as subsequently amended and supplemented, to art. 92 par. (3) of Law no. 24/2017 on issuers of financial instruments and market operations and of Art. 189 of ASF regulation no. 5/2018 on issuers of financial instruments and market operations,

Considering:

**a.** the request to supplement the agenda of the ordinary general meeting of SIF Banat-Crișana shareholders filed by a group of shareholders holding together 5% of the share capital, consisting of:

- Societatea de Investiții Financiare Oltenia S.A., holding 19,536,252 shares issued by Societatea de Investiții Banat-Crișana S.A., representing 3.7754% of the share capital;
- Alimentara S.A. Slatina, holding 2,491,985 shares issued by Societatea de Investiții Banat-Crișana S.A., representing 0.4816% of the share capital;
- Flaros S.A. București, holding 623,669 shares issued by Societatea de Investiții Banat-Crișana S.A., representing 0.1205% of the share capital;
- Mercur S.A. Craiova, holding 292,000 shares issued by Societatea de Investiții Banat-Crișana S.A., representing 0.0564% of the share capital;
- Univers S.A. Râmnicu Valcea, holding 1,944,459 shares issued by Societatea de Investiții Banat-Crișana S.A., representing 0.3758% of the share capital;
- Voltalim S.A. Craiova, holding 240,365 shares issued by Societatea de Investiții Banat-Crișana S.A., representing 0.0465% of the share capital;
- Tudor Ciurezu; holding 744,307 shares issued by Societatea de Investiții Banat-Crișana S.A., representing 0.1438% of the share capital;

**b.** the request of shareholders Societatea de Investiții Financiare Oltenia S.A., Alimentara S.A. Slatina, Flaros S.A. București, Mercur S.A. Craiova, Univers S.A. Râmnicu Valcea, Voltalim S.A. Craiova, and Tudor Ciurezu to amend the voting procedure for the general meeting of shareholders in order to eliminate the requirements considered excessive in expressing the vote by correspondence, such as the obligation of the shareholders to legalize the shareholder's signature by the notary public on the correspondence voting form,

The Board of Directors of SIF Banat-Crișana:

**a.** Supplements the agenda of the ordinary general meeting of shareholders convened for June 20, 2019, at 10:00 hours and the agenda of the extraordinary general meeting of shareholders convened for June 20, 2019 at 12:00 hours, both convened at the company's headquarters in Arad, 35A Calea Victoriei by the initial Convening Notice published in the Official Gazette of Romania part IV, no. 2036 of May 15, 2019, in the

national newspaper *Ziarul Financiar* no. 5166 of May 16, 2019, and in the local newspaper *Jurnal Arădean* no. 8320 of May 16, 2019, and on Company's website [www.sif1.ro](http://www.sif1.ro);

**b.** Changes the voting procedures applicable to the general shareholders' meetings, mentioned in the initial convening notice, in order to remove the formalities of legalizing the signature on the voting papers and the apostille's formalities on foreign documents.

In compliance with the provisions of Art. 92 par. 6 of Law no. 24/2017, at the general meeting of shareholders have the right to participate and vote only the persons registered as shareholders of the Company in the register of shareholders kept by Depozitarul Central S.A. at the end of **June 6, 2019, considered as reference date.**

**The agenda of the ordinary general meeting of shareholders, supplemented and revised, is the following:**

**Topics on the agenda proposed by the Board of Directors:**

1. The election of the secretaries of the works of the ordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviș, Eugen Ioan Cristea and Daniela Vasi, with the identification data available at the company's headquarters, which will verify the fulfilment of all the formalities required by the law and the constitutive act for holding the meeting and will prepare the minutes of the meeting.
2. The election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the ordinary general meeting of shareholders, consisting of Laurentiu Riviș, Eugen Ioan Cristea, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.
3. Appointment of the financial auditor and setting the duration of the financial audit contract for a period of 2 (two) years and empowerment of the board of directors to negotiate and conclude the audit contract;
4. Approval of July 10, 2019 as the registration date (July 9, 2019 as the ex date) in accordance with the provisions of Art. 86 par. (1) of Law no. 24/2017 and ASF Regulation no. 5/2018.

**Topics on the Agenda proposed by the group of shareholders:**

5. Approval of the distribution as dividends of the amount of RON 77,619,108.60 from the profit of the year 2016, allocated under the chapter "Other reserves" and unused according to the destination. The gross dividend per share is of RON 0.15 / share and the payment date July 22, 2019.
6. Presentation by the Board of Directors of SIF Banat-Crișana of a report on the reasons for which Banat-Crișana S.A. did not bring civil action in the criminal proceedings of criminal file no. 2218/D/P/2018, for the recovery of the damage caused to the company.
7. Approval of preparing and implementing by the Board of Directors and the Executive Management of SIF Banat-Crișana S.A. of a plan of measures for the recovery of the damage created by the decision of SIF Banat-Crișana S.A not bringing a civil action in the criminal proceedings of criminal file no. 2218/D/P/ 2018.
8. Presentation by the Board of Directors of SIF Banat-Crișana of a report to the shareholders of the company on the benefits or losses resulting from investments made in 2017, 2018 and until April 30, 2019. Their justification and the results of each investment (date of acquisition, issuer, cost of acquisition, participation in share capital increases, fair value at 31.12.2018, positive / negative differences, eventual interest, dividends received).
9. Presentation by the Board of Directors of SIF Banat-Crișana of a complete report to the shareholders of the company regarding the sale transactions of companies / shares / fixed assets sold by the companies in which SIF Banat-Crișana S.A. holds the majority stake (SIF Hoteluri SA, SIF Imobiliare PLC and Administrare Imobiliare SA) executed during 2017 - 30.04.2019 (acquisition cost + possible share capital increases, + credits in the balance; sale value, profit / loss, methods of payment of the price).
10. Revocation on a fair basis, in accordance with the provisions of art. 137<sup>^</sup>1 par. 4 of the Law 31/1990 of the administrators: Mr. Drăgoi Alexandru Bogdan, Chairman of the Board of Directors and Mr. Străuț Răzvan Radu, Vice-Chairman of the Board of Directors who exercises the executive management of the company: General Director (CEO) and respectively Deputy General Director. Ensuring the executive management of the company during the transition period since the revocation of the two members of the Board of Directors until the ASF has authorized the new Board of Directors by the substitutes of the General Director and Deputy General Director.

11. In the event of the revocation of the two members of the Board of Directors, the approval of the instruction to the remaining Board members to promptly convene the Ordinary General Meeting of the Shareholders for the election of two administrators for the completion of the Board.

**The agenda of the extraordinary general meeting of shareholders, supplemented and revised, is the following:**

1. The election of the secretaries of the works of the extraordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviș, Eugen Ioan Cristea and Daniela Vasi, with the identification data available at the company's headquarters, which will verify the fulfilment of all the formalities required by the law and the constitutive act for holding the meeting and will prepare the minutes of the meeting.

2. The election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the extraordinary general meeting of shareholders, consisting of Laurentiu Riviș, Eugen Ioan Cristea, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.

3. Approval of amending the Company's Article of Association, to correlate it with the provisions of art. 8 of the ASF Regulation no. 10/2015, as amended by Regulation 14/2015, Regulation 5/2016, Regulation 13/2017 and Regulation 2/2018, as follows:

- art. 14 shall be amended to read as follows:

**"Art. 14 Incompatibilities.**

*(1) The persons elected in the Board of Directors shall meet the requirements laid down in Law 31/1990 republished and the capital market legislation and not to be members of the board of directors / supervisory board or managers / members of the executive board of another AIFM/investment management company/investment company or credit institution acting as depositary for SIF Banat-Crișana, not to be members of the board of directors/supervisory board of the SSIF with which SIF Banat-Crișana concluded a financial intermediation contract and not to be employed or have any kind of contractual relationship with another SAI or investment company, except for other entities belonging to the same group;*

*(2) The persons appointed as directors (managers) and the persons replacing them in office shall not be members of the board of directors / supervisory board or managers / members of the executive board of other AIFM or of credit institutions acting as depositary for SIF Banat-Crișana, not to be members of the board of directors / supervisory board, managers or members of the executive board of the investment firm (SSIF) with which SIF Banat-Crișana concluded a financial intermediation contract and not to be employed or have any kind of contractual relationship with another AIFM, except for other entities belonging to the same group"*

4. Approval of July 10, 2019 as the registration date (July 9, 2019 as the ex date) in accordance with the provisions of art. 86 par. (1) of Law no. 24/2017 and ASF Regulation no. 5/2018.

### **Voting procedures**

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 empowerment 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 the 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 their 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 Law no. 24/2017 and ASF Regulation no. 5/2018. 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 revised special empowerment forms are available in Romanian and English starting June 3, 2019 at the company's headquarters, the company's branch office 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 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 lodged 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 June 18, 2019, 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](mailto:aga@sif1.ro) no later than June 18, 2019, 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 par. (1) pt. 20 of Law no. 24/2017, or to a lawyer, without requesting additional documents relating to such shareholder if the general empowerment complies with the provisions of Art. 205 of ASF Regulation no. 5/2018, 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 extended 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 (June 18, 2019, 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. 20 of Law no. 24/2017, 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. 92 par. (15) of Law no. 24/2017.

General empowerment shall be submitted to the company 48 hours before the general meeting (no later than June 18, 2019, 10:00 hours (Romanian time), in copy, including the statement of compliance with the original, under the representative's signature.

Before submitting the special or general empowerments, 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 voting forms provided by the company.

The revised correspondence voting forms will be available in Romanian and English, beginning June 3, 2019, at company's headquarters, company's branch office 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 June 18, 2019, 10:00 hours (Romanian time), either:

- by any courier service, the correspondence voting form in original, printed on paper;
- 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).

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 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";
- 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, in the revised version, at company's headquarters office, branch office and on company's website beginning June 3, 2019.

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.

If a shareholder is represented by a credit institution providing custody services, this may vote in the general meeting of shareholders based on the voting instructions received by electronic means of communication, without the need for a special or general empowerment granted by the shareholder. The custodians shall vote in the general meeting of shareholders exclusively in accordance with, and within the limits of, the instructions received from their clients as shareholders at the reference date. In such circumstances, in order to be able to participate and vote in the general meeting, the credit institution providing custody services submits to the Company a statement on its own responsibility given by the legal representative of the credit institution, stating that:

- i) in clear, the name of the shareholder on whose behalf the credit institution attends and votes in the general meeting of shareholders;
- ii) the credit institution provides custody services for that shareholder;

Subject to losing the voting right, the voting documents together with all the accompanying documents shall be sent to the headquarters of the company in Arad, Calea Victoriei, nr. 35A to be registered until June 18, 2019, 10:00 hours, in original, by any courier service or by e-mail, at [aga@sif1.ro](mailto:aga@sif1.ro), with embedded extended electronic signature as per Law no. 455/2001 on electronic signature.

The materials related to topics 6, 8 and 9 of the agenda of the ordinary general meeting of the shareholders will be prepared by the Board of Directors and will be presented in the ordinary general meeting of the

shareholders, within the limits provided by the legal provisions in force and observing the legitimate rights and interests of the Company.

The other provisions of the Convening Notice for the General Meetings of Shareholders of June 20 (21) 2019, initially published in the Official Gazette no. 2036/May 15, 2019, in the national newspaper *Ziarul Financiar* no. 5166 of May 16, 2019 and in the local newspaper *Jurnal Arădean* no. 8320 of May 16, 2019 and on the company's website at [www.sif1.ro](http://www.sif1.ro), do not change.

Chairman of the Board of Directors  
**Bogdan-Alexandru DRĂGOI**

Compliance Officer, Eugen Cristea