



SIF BANAT-CRIȘANA

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Current Report

according to CNVM Regulation no. 1/2006

Report date: February 28, 2013

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

Important event to be reported:

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

Translation

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 23/24, 2013.

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 28 March 2013, 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 Romanian National Securities Commission 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 on **April 23, 2013 at 8:00 a.m. at the company headquarters located in Arad, Calea Victoriei nr. 35A.**

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 **April 1, 2013**, 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 2012 fiscal year, based on the discussions and reports presented by the Board of Directors, the Chairman and the Financial Auditor.
2. Approval of profit distribution and determining the dividend per share in accordance with the proposed appropriation in 2012 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 2012 fiscal year.
5. Approval of the Budget and the Operation Plan for 2013 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 the members of the Board of Directors for a term of office of four years.
9. Election of the financial auditor and setting the minimum duration of the audit contract.
10. Approval of the date of May 15, 2013 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 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) in compliance with the provisions of the Romanian National Securities Commission regulations that will be made available by the Company's Board of Directors.

The special proxy forms can be requested starting March 22, 2013 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 personally or through the legal representative, as applicable, to the Company's headquarters not later than April 21, 2013 at 8:00 a.m., in order to check their identity. The original copy remains at the Company, one copy goes to the representative, and the shareholder keeps another 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.

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 if authenticated outside of Romania.

The Company shall accept a special proxy lodged in the original to participate and vote in the AGM, granted by the shareholder of 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 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 22, 2013 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.

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 21, 2013 at 8:00 a.m. in order to check 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" so that to be received at the Company's headquarters no later than April 21, 2013, 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 legalised by a notary public. The voting forms legalised outside of Romania will be endorsed with an apostille.

The correspondence voting forms may be also sent electronically at the address aga@sif1.ro, with the extended electronic signature, no later than April 21, 2013, 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 21, 2013 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". 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 their rights provided in art.7 in the Romanian National Securities Commission Regulation no.6/2009, in writing within the legal term; detailed information regarding these rights is available on Company's website at the address www.sif1.ro.

Shareholders may exercise their rights provided in art.13 in the Romanian National Securities Commission Regulation no. 6/2009, in writing prior to the date of the Ordinary General Meeting of Shareholders.

The Annual Financial Statements, the Board of Directors' Annual Report and the proposal for dividend distribution 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, at SIF Banat-Crișana headquarters in Arad or at its branch offices at the following addresses:

- Headquarters, Arad, 35A Calea Victoriei, phone +40257 234 473;
- Bistrița office, 23 General Grigore Bălan St., phone +40263 218 551;
- Bucharest office, 54 Regina Elisabeta Blvd, ap.2, district 5, phone +4021 311 16 47;
- Cluj-Napoca office, 1 Muzeului Square, ap. 2/1, phone +40264 593 400;
- Satu Mare office, 3 Mareșal Averescu St., ap.37, phone +40261 710 756.

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 shareholders at the Company headquarters. Shareholders can consult the list and nominate other candidates who meet the legal requirements until March 14, 2013.

Other informative materials regarding the items on the agenda and the draft decisions will be available starting March 22, 2013, between 2:00 p.m. and 4:00 p.m. in business days, at the same addresses.

Shareholders may obtain copies of these documents for a fee, upon request.

All the informative materials will be also available on Company's website www.sif1.ro.

Should the statutory quorum not be met on the first call, the Ordinary General Meeting of Shareholders is convened on **April 24, 2013 at 8:00 a.m. with the same agenda and venue.**

Dragoș-George Bîlteanu
Chairman & CEO