

# ***PUBLIC OFFER DOCUMENT FOR MANDATORY TAKEOVER OF SC ARGUS SA CONSTANTA***

The present Public Offer Document for Mandatory Takeover Document is prepared in accordance with the provisions of Regulations no. 1/2006 on issuers and operations with securities and of the Law no. 297/2004 on the capital market and is approved by the Financial Supervisory Authority (ASF) by Decision no. A/399/12.09.2013

The quality of Bidder in the Public Offer for Mandatory Takeover of SC ARGUS SA Constanta is held by Societatea de Investitii Financiare OLTENIA SA which owns a total of 19,927,954 shares issued by SC ARGUS SA, representing 55.6951% of the share capital.

The Public Offer covers a total of 15,852,512 shares with a nominal value of 1.5 lei/share, representing 44.3049% of the share capital of the Issuer.

The company that mediates the Public Offer for Mandatory Takeover is SC VOLTINVEST SA, a company of financial investments services registered with the Office of Dolj Trade Register under no. J16/1082/1995, having sole registration code: 7678850. The social headquarters of the Intermediary is in Craiova, Tufanele street, no. 1, phone /fax 0251/415956; 0251/419342.

The Bidder declares, on own responsibility that he accepts the responsibility for the reality, correctness, accuracy and completeness of the information contained in this Offer Document and that, to its knowledge, the information presented in this document are in accordance with reality and no omission likely to significantly affect the content of the Offer Document was made.

The Intermediary declares, on own responsibility that he accepts the responsibility for the reality, correctness, accuracy and completeness of the information contained in the Offer Document, which does not represent the responsibility of the Bidder and that, to its knowledge, the information presented in this document are in accordance with reality and no omission likely to significantly affect the content of the Offer Document was made.

The Intermediary of the Offer is solely responsible for the development of the Offer and the compliance with the norms of Financial Supervisory Authority.

***The authorization endorsement applied on the public offer document has no value of guarantee nor does it represent another form of assessment of the Financial Supervisory Authority regarding the opportunity, advantages or disadvantages, profit or risks that the transactions to be concluded might have by accepting the public offer object of approval decision; the approval decision only certifies the regularity of the offer document regarding legal requirements and of the rules adopted in its implementation.***

## **1. IDENTIFICATION OF THE COMPANY CONCERNED**

The name of the commercial company concerned is SC ARGUS SA, with headquarters in the city of Constanta, Industriala street, no. 1, Constanta county. The company is registered with the Office of Trade Register Constanta under no. J13/550/07.02.1991 and has the sole registration code: 1872644.

According to the registration Certificate, the main activity developed by the company consists in: „Manufacture of oils and fats”.

The share capital is of 53,670,699 lei, consisting of 35,780,466 ordinary nominative shares, dematerialized, with a nominal value of 1.5 lei each.

The company has at the date of the present Document the following consolidated synthetic structure of shareholding:

<b>No. item</b>	<b>Holder name</b>	<b>Number of shares held</b>	<b>Percentage (%)</b>
1	SIF OLTENIA SA Craiova	19,927,954	55.6951
2	Business Capital For Romania-Opportunity Amsterdam/Holland	10,596,800	29.6162
3	Individuals	3,326,711	9.2976
4	Legal entities	1,929,001	5.3912
	<b>TOTAL</b>	<b>35,780,466</b>	<b>100</b>

The register of shares and shareholders of the Issuer is held by SC Depozitarul Central SA Bucharest. Shares are traded on the Romanian capital market, section RASDAQ stock exchange, main market RGBS, under the symbol UARG.

## **2. BIDDER IDENTIFICATION**

The Bidder name is Societatea de Investitii Financiare Oltenia SA, with headquarter in the city of Craiova, Tufanele street, no.1, Dolj county, registered with Trade Register Dolj under no. J16/1210/30.04.1993, sole registration code 4175676; the share capital is of 58,016,571 lei, divided into 580,165,714 shares with a unitary nominal value of 0.1 lei, being owned by individuals and legal entities within the limit of 5% of the share capital, as required by laws in force.

The main activity carried out by the company, according to the Registration Certificate consists in: „Other types of financial intermediation”.

## **3. THE IDENTITY OF THE PERSONS ACTING IN CONCERT WITH THE BIDDER OR THE COMPANY CONCERNED**

There are no persons acting in concert with the Bidder within the Public Offer of Mandatory Takeover of SC ARGUS SA Constanta.

## **4. NUMBER OF SHARES ISSUED BY THE COMPANY CONCERNED WHICH ARE OWNED BY THE BIDDER AND BY THE GROUP OF PERSONS ACTING IN CONCERT WITH HIM**

The Bidder holds a number of 19,927,954 shares of the Issuer, representing 55.6951% of its share capital.

The shares held by the Bidder, have been purchased starting with the month of January of the year 2004 and until the year 2013, mainly through the purchase on the Romanian capital market, but also by the allocation of free shares (533,725 shares), in the increasing procedure of the share capital with the company reserves (AGA Decision of 16.11.2005).

The constitution modality of SIF Oltenia SA stake is presented in detail in the Bidder's Management Statement, on this issue.

## **5. NUMBER AND CLASS OF SECURITIES – OBJECT OF PUBLIC OFFER FOR MANDATORY TAKEOVER**

The Public Offer for Mandatory Takeover refers to a number of 15,852,512 common nominative shares, dematerialized, highlighted by registration into account, with the nominal value of 1.5 lei each and representing 44.3049% of the Company shares.

The offer is addressed to all shareholders SC ARGUS SA Constanta and covers all their holdings.

## **6. THE PRICE OFFERED AND ITS DETERMINATION MODALITY**

### **The price offered per share**

The price per share **offered** by the Bidder is of 2.4 lei/share, the value of the Offer being of 38,046,028.8 lei.

On expiry of the Public Offer, the Bidder will pay each shareholder of SC ARGUS SA who accepted the Offer, the price per share offered, multiplied by the number of shares actually purchased.

The price per share offered may be increased by the Bidder during the Public Offer, in the conditions showed in the Public Offer Document for Mandatory Takeover, in which case the shareholders who have already accepted the Public Offer before the price change, will receive the price increased.

By the successful development of the present Public Offer for Mandatory Takeover, the Bidder will hold 35,780,466 shares issued by SC ARGUS SA Constanta, representing 100% of the share capital.

#### **The modality of determining the price**

The Offer price was set by the Bidder under art. 204 paragraph (1) of Law 297/2004 regarding the capital market, as amended by OUG 32/2012. According to it „The Price in the Public Offer for Mandatory Takeover is at least equal to the highest price paid by the Bidder or by the persons acting in concert with him during the period of 12 months preceding the date of filing with RNSC of the offer documentation”.

## **7. THE DEVELOPMENT PERIOD OF THE PUBLIC OFFER FOR MANDATORY TAKEOVER AND THE POSSIBILITY OF ITS PROLONGATION**

The development period of the Offer is of 15 business days and can be initiated after at least 3 business days from the publication date of the Tender Announcement. The Announcement will be published in a national newspaper and will be communicated, along with the Offer Document, in the same day, to Bucharest Stock Exchange on paper and electronically. The Offer Document will be made available to investors free of charge, at the premises of the Bidder and the Intermediary throughout the period of the Offer, and will be published in electronic format on the website of the Bidder ([www.sifolt.ro](http://www.sifolt.ro)) and of the Intermediary of the Offer ([www.voltinvest.ro](http://www.voltinvest.ro)).

The Offer is initiated on 23.09.2013 and closes on 11.10.2013 .

This period may be extended by the Bidder through Intermediary in accordance with ASF regulations in force.

Throughout its development, the Offer is irrevocable.

During the Public Offer, in accordance with the law, the Bidder may modify its terms and conditions. Changes are submitted to ASF for approval as an amendment to the Offer, at least one business day before the last day of development of the Offer. ASF may approve these amendments, according to the provisions of the Regulations no. 1/2006 regarding issuers and operations with securities.

In case of approval of amendments relating to price or other elements of the Public Offer Document, except for the term of closure of the Offer, ASF has the right to extend the development period of the Public Offer so there are at least 2 business days from the publishing date of the amendment until the closing of the Offer.

Changes brought to the Offer, approved by ASF, will be brought to the knowledge of investors in the same terms as the Tender Announcement.

## **8. SUBSCRIPTION PLACES, METHOD AND PROGRAM FOR THE PUBLIC**

Anyone who want to sell the shares object of this Takeover Offer must submit the required documentation to:

- 1) the headquarters of the Offer Intermediary: Craiova, Tufanele street, no.1, phone/fax: 0251/415956, 0251/419342
- 2) the headquarters of any intermediary authorized by RNSC/ASF.

***The opening hours during the development of the Offer is: 9-15 in business days, excluding the date of closing of the offer, when the opening hours are 9-13.***

The procedure of buying shares.

The Public Offer for Mandatory Takeover will be developed with the exclusive use of Bucharest Stock Exchange systems, and the settlement of transactions will be made through SC Depozitarul Central SA.

Each seller will be present at the premises indicated in this Document with the account statement issued by Depozitarul Central or authorized intermediaries to issue such statements – as a proof of ownership by the subscriber shareholder of the shares object of subscription – in original, and the following documents:

- 1) For individual shareholders – resident /non resident:

- Identity document – Identity bulletin / card /passport – original and copy, for the subscriber shareholder; or
  - Power of attorney to the person authorized to carry on the subscription given by the subscriber shareholder, certified by a notary public (original), as well as the identity documents of the subscriber and representative – original and copy.
- 2) For legal entities shareholders – resident/non-resident:
- Registration Certificate with Trade Register or other competent authority;
  - Articles of Incorporation /Company Contract and Articles of Association;
  - Certificate of Good Standing issued by the Office of Trade Register, stating the information pertaining to customer identification;
  - Identity document – Identity bulletin / card /passport – original and copy, legal representative;
  - Documents based on which the subscription is performed: Decision of Sole Associate (SRL-s) or OGA Decision (SA-s), for the person entitled to make the subscription – if this is not the legal representative;
  - Power of attorney certified by a notary for the person who represents the subscriber – if this is not the legal representative, accompanied by the identity document of the attorney – original and copy.

In case the account statements are false, the shares are restricted from the register or are not owned in account by the subscriber shareholder, the subscription form is cancelled by law.

In order to make the sale, the seller will complete a form for sale of shares (subscription form), in two copies.

The Seller will file a copy of this form at the headquarters of the Intermediary where he makes the subscription, along with the documents presented above. The Seller will receive in return the second copy of the completed form.

The acceptance of subscriptions and the introduction in the electronic system of Bucharest Stock Exchange of the related orders, will be made exclusively by the Intermediary of the Offer and the Authorized Intermediaries by ASF who submitted to SSIF Voltinvest SA the Commitment on compliance of the development conditions of Public Offer for Mandatory Takeover, as well as the provisions included in the present Offer Document.

The shares may be withdrawn at any time before the expiration date of the Takeover Public Offer, by the cancellation of the subscription form, at the headquarters where the subscription form was filed.

Within maximum 7 business days from the closing date of the Offer, the Bidder shall submit to ASF and BVB, the notification on the results of the Public Offer.

**According to the legal provisions in force, before the expiry of the development period of the Public Offer, payments will not be made; the shares deposited in the Public Offer will be paid no later than 3 business days from the date of settlement of the Offer.**

The payment for the shares sold will be made by: money order with confirmation of receipt or bank transfer in the account indicated by the shareholder.

## 9. THE SOURCE AND AMOUNTS OF FUNDS

The funds used to purchase shares, worth 38,046,028.8 lei, come from own sources of the Bidder, destined for this purpose. To ensure the payment of shares, the Bidder has transferred to the Intermediary an amount representing 30% from the value of shares object of the Public Offer for Mandatory Takeover.

## 10. BIDDER'S PLANS RELATED TO THE COMPANY

After the completion of the Public Offer for Mandatory Takeover of ARGUS SA Constanta, SIF OLTENIA SA has the following intentions regarding the company:

- measures will be taken to streamline the Issuer's activity, by :

- expanding markets;
  - increasing sales in existing market segments;
  - introducing new products into production;
  - increasing the use of processing capacity of the plant;
  - modernization of the technological process;
- it is not intended the liquidation of the company or changing its activity object;
  - there are no plans to change the Issuer's management;
  - as a majority shareholder, SIF Oltenia SA does not intend the withdrawal from trading of the shares issued by SC ARGUS SA Constanta.

In the event that, after the development of the present Public Offer, the Bidder will own shares representing at least 95% of the total number of shares of the share capital which gives the right to vote and at least 95% of the voting rights that may be effectively exercised, or purchased, in the Offer, shares representing at least 90% of the total number of shares from the share capital which gives voting right and at least 90% of the voting rights referred to in the Offer, the provisions of art. 206 of the Law no. 297/2004 will be applied, regarding the capital market as amended by OUG no. 32/2012, respectively the Bidder has the right to require shareholders who have not subscribed in the Offer, to sell him those shares at a fair price.

The price offered in the Public Offer of Mandatory Takeover, is considered to be a fair price.

The right provided in art. 206 of the Law no. 297/2004 regarding the capital market, may be exercised within three months from the closing date of the Offer.

In the event that, after the performance of the present Public Offer, the Bidder will own shares representing at least 95% of the total number of shares of the share capital which gives the right to vote and at least 95% of the voting rights that may be effectively exercised, or purchased, in the Offer, shares representing at least 90% of the total number of shares from the share capital which gives voting right and at least 90% of the voting rights referred to in the Offer, the provisions of art. 207 of the Law no. 297/2004 will be applied, regarding the capital market as amended by OUG no. 32/2012, respectively a minority shareholder has the right to ask the Bidder to buy his shares at a fair price.

The price offered in the Public Offer of Mandatory Takeover, is considered to be a fair price.

## 11. BIDDER'S ECONOMIC-FINANCIAL DATA

The Bidder's main economic-financial indicators, on 31.12.2012, appear as follows:

<b>Financial indicators</b>	<b>31.12.2012</b>
Total revenues	164,433,078
Total expenses	64,469,664
Net profit	88,382,694
Total own capitals	671,463,884
Total assets	854,910,659

BIDDER

SIF OLTENIA SA

General Manager

Ciurezu Tudor

Deputy General Manager

Radu Anina

INTERMEDIARY

SSIF VOLTINVEST SA

General Manager

Popescu Cristinel