

# S.C AVICOLA BRASOV S.A.

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RO1103470; J08/75/1991  
BT Brasov: RO79BTRL00801202G73185XX



## RAPORT CURENT

( conf. Regulamentului CNVM nr. 1/2006)

**Denumire emitent: SC AVICOLA BRASOV SA**

**Data: 11.11.2014**

**SEDIUL SOCIAL :** BRASOV, Str. Cucului, nr.5, jud. Brasov

**NUMARUL DE TELEFON /FAX :** 0268/257 741 ; 0268/257 989

**NUMARUL SI DATA INREGISTRARII LA ORC :** J 08/75/1991

**COD DE INREGISTRARE FISCALA :** RO 1103470

**SIMBOL :** AVLE

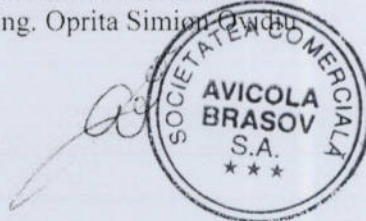
## EVENIMENTE IMPORTANTE DE RAPORTAT

SC AVICOLA BRASOV SA informeaza investitorii ca data de referinta stabilita pentru AGEA din data de 16/17.12.2014 este 02.12.2014 ( asa cum rezulta din pagina 2 a raportului curent transmis in data de 07.11.2014 ) si nu 02.02.2014 ,asa cum dintr-o eroare materiala apare in pagina 1.

Totodata, depunem alaturat si varianta in engleza a convocatorului pentru AGEA din data de 16/17.12.2014.

Cu respect,

Presedintele  
Consiliului de Administratie  
Ing. Oprita Simion Ovidiu



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No.4924 / Date. 07.11.2014

## **NOTICE FOR EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

According with the provision of Law 297/2004 , NSC Regulation no. 6/2009, NSC Regulation no.7/2010, NSC Regulation no.13/2014, of the NSC Measure dispose no. 26/2012, of the Law no.31/1990 republished with the followings amendments, as well as the provision of the Articles of Incorporation.

Following the Board of Administration of AVICOLABRASOV S.A. meeting that took place on the 6th of November 2014 calls:

### **THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (EGMS)**

For 16.12.2014 12.00 A.M.

at the registered offices of the company inn Brasov, Cucului Street , no.5

For all the shareholders registered in the Shareholders' Registry at the end of the reference date 02.12.2014, with the following:

#### **AGENDA:**

1. Informing the shareholders regarding the situation created by the lack of legal frameworks for RASDAQ Market and the provisions of the Law no. 151 / 22.10.2014.
2. Approval a decision regarding the conduct of the company's legal steps necessary for admission to trading of shares issued by the company on a regulated market under the provisions of Law no. 297/2004, as amended and supplemented, and the regulations issued by the FSA.
3. Approval a decision regarding the conduct of the company's legal steps needed for trading shares in an alternative trading system, based on Law no. 297/2004, as amended and supplemented, and the regulations issued by the FSA.
4. Approval of 09.01.2015 as registration date, serving at the identification of the shareholders who will be affected by EGMS decision in compliance with Art. 238 of Law no.297 / 2004 on capital markets and settlement of the 8.01.2015 as ex date.
5. Empowerment of the Board of Administration to undertake all necessary steps and signing all documents necessary in dealing with the Official Gazette, FSA and BSE and other institutions, if any, for carrying out the EGMS decision, including, if case, of the necessary required by the withdrawal of the shareholders of the company according to Law. 151 / 20.10.2014.

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6. Empowerment of Petre Madalina Loredana to perform all the necessary diligence in order to register the EGMS decision to the Trade Register Office attached to Brasov Court of Law

At the EGMS may attend all the shareholders of the company registered in the Shareholders Registry at the reference date of 2.12.2014, as the reference date.

The share capital of SC AVICOLA Brasov SA consists of 6,763,615 registered shares, each share giving right to one vote at the general meeting of shareholders. Shareholders representing, individually or together, at least 5% of the share capital, have the right:

- a) to introduce new items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the General Assembly, within 15 days from the publication of the convening
- b) to submit draft resolutions for items included or to be included on the agenda of the general meeting within 15 days from the publication of the convocation

The shareholders mentioned in the preceding paragraphs (a and b) must send written materials in closed envelopes to the SC AVICOLA Brasov SA at: Brasov, Cucului Street, No.5, Brasov, mentioning clearly written, capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING of SHAREHOLDERS SC AVICOLA Brasov SA dated 16 / 17.12.2014."

Shareholders individuals mentioned above (both from the point and those of point b) will transmit materials in original, signed, accompanied by a copy of the identity of the shareholder, signed for it and the statement issued by Central Depository or, if applicable, by the participants define the art. 168 paragraph 1 letter b of Law no.297 / 2004 which provides custodial services, the resulting shareholder and the number of shares held

If requests from legal persons shareholders which refers to both the letter and the letter b above, they will be signed in original by the legal representative, accompanied by documents certifying the legal representative (certificate issued by the Registry Commerce, in original or certified copy, or other document, in original or certified copy issued by a competent authority in the State in which the shareholder is registered legally certifying the legal representative) issued no more than three months before the publication date convener General Meeting of Shareholders, a copy of the company registration certificate, copy of the identity of the legal representative and the signing

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statement issued by the Central Depository or after the event by participants defined in Art. 168 paragraph 1 letter b of Law no.297 / 2004 which provides custodial services, the resulting shareholder and the number of shares held.

Each shareholder has the right to ask questions related to items on the agenda of the General Assembly, within 15 days from the publication of the convocation. The company may give an overall answer to questions with the same content will be available on the website of the company, in question and answer format.

Individual shareholders will submit questions in writing original, signed, accompanied by copy of the identity of the shareholder, signed for conformity by them.

In the case of the questions submitted by the legal persons shareholders which will be signed in original by the legal representative, accompanied by documents certifying the legal representative (certificate issued by the Trade Register, the original or certified copy, or other document, in original or certified copy issued by a competent authority in the State in which the shareholder is registered legally certifying the legal representative) issued not earlier than three months before the publication date of the general shareholders meeting convening notice, a copy of the registration certificate company, copy of the identity of the legal representative signing

In order to prove the quality of shareholder, in compliance with Measure disposal No.3 / 2012, besides the aforementioned documents, shareholders asking questions in accordance with Article 13 of Regulation no. 6/2009 or make proposals for amending the agenda in accordance with art. 7 paragraph, must submit, in addition to stating their identity documents, and a statement of account issued by the Central Depository or after the event by participants defined in Art. 168 paragraph 1 letter b of Law no.297 / 2004 which provides custodial services, the resulting shareholder and the number of shares held.

Both proposals shareholders of points a and b as well as questions raised by them will be submitted in writing original, signed, by mail or by courier service, at the company mentioned above, clearly written statement with capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS SC AVICOLA Brasov SA dated 16 / 17.12.2014"

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Shareholders registered at the reference date may participate and vote at the EGSM meeting or may be represented by anyone other than shareholders, based on proxy or vote by mail. "

A shareholder may appoint by proxy one or more alternate representatives to assure representation in the EGSM if the appointed representative is unable to fulfill its mandate. If by proxy are more representatives alternates will be established and the order in which they shall exercise their mandate.

Access shareholders entitled to attend the EGSM is allowed by simple proof of their identity, made, in the case of natural persons with ID, and if corporate shareholders or shareholders represented individuals with empowerment / purchase date individual who they represent.

Representation of shareholders in general meeting of shareholders can be made by other people than the shareholders, based on proxy.

Special proxies in Romanian or in English, will be submitted in original at the company SC AVICOLA Brasov SA, with at least 48 hours before work EGSM, under penalty of losing the right to vote.

Shareholders individuals will transmit special proxies, in original, accompanied by copy of the identity of the shareholder, signed for by them.

If special proxies submitted by shareholders legal persons they will be signed in original by the legal representative, accompanied by documents certifying the legal representative (certificate issued by the Trade Register, the original or certified copy, or other document, in original or certified copy issued by a competent authority in the State in which the shareholder is registered legally certifying the legal representative) issued not earlier than three months before the publication date convener EGSM of Shareholders, a copy of registration certificate the company, copy of the identity of the legal representative signing. The original power of attorney will remain at the company, a copy of the power of attorney will be handed to the representative and the third copy will remain at the shareholder. At the date of the EGSM, at the entrance of the courtroom, designated representatives will present their copy special power of attorney and ID .

SC AVICOLA Brasov SA accepts original proxy filed within the time stated above, given by a shareholder of a credit institution which provides custodial services, without requiring additional documents relating to the said shareholder, if made available by proxy society is signed and stamped

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by that shareholder, as applicable, and is accompanied by an affidavit dated credit institution which received the empowerment of representation by proxy, of showing that:

- credit institution provides custody services for that shareholder;
- the instructions in the proxy are identical to the instructions of the SWIFT message received by the credit institution to vote on behalf of that shareholder;
- The proxy is signed by the shareholder

Shareholders registered in the shareholders registry at the reference date issued by the Central Depository have the possibilities to vote by mail prior to the general meeting by using the voting by correspondence, available both in Romanian and in English, at company headquarters in Brasov . Cucului Street, no.5. Brasov county and the company's website at the following address: [www.avicolabrasov.ro](http://www.avicolabrasov.ro).

In the case of voting by correspondence by the individual persons the voting form, completed and signed, may be submitted at the company, till date 12.12.2014, 12.00 p.m., in a sealed envelope mentioning clearly written in capital letters: "FOR THE GENERAL EXTRAORDINARY SHAREHOLDERS SC AVICOLA Brasov SA dated 16 / 17.12..2014. "

In the case of voting by correspondence by the legal persons the voting form the voting form, completed and signed, will be accompanied by documents certifying the legal representative (certificate issued by the Trade Register, the original or certified copy, or other document in original or certified copy issued by a competent authority in the State in which the shareholder is registered legally certifying the legal representative) issued not earlier than three months before the publication date convener General Meeting of Shareholders, a copy of the certificate of company registration, copy of the identity of the legal representative signing.

The voting forms which are not received by the date indicated above cannot be counted towards the quorum and majority at the general meeting. In all cases, the documents submitted for attestation legal representative drafted in a foreign language other than English, will be accompanied by a translation made by an authorized translator in Romanian or in English, not require legalization or apostle them. The full text of the documents and materials to be presented and approved at the meeting, special proxy forms used to vote by proxy. (written in Romanian and English) and voting forms will be

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available by mail starting on 16.11.2014 at company headquarters in Brasov, Monday to Friday, between 10.00 a.m.- 16.00 p.m. or the company's website at the following address: [www.avicolabrasov.ro](http://www.avicolabrasov.ro).

In case the first meeting does not meet the legal requirements of presenting a new General Assembly is convened EGSM in the same place on 17.12.2014, 12.00 p.m.

CHAIRMAN OF THE BOARD OD ADMINISTRATION  
Ing.Oprita Simion Ovidiu

